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

FORM 10-Q

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

For the Quarterly Period Ended December 31, 2022
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)**	**58-2086934** **(I.R.S. Employer Identification No.)**
1000 Abernathy Road, Suite 260, Atlanta, Georgia **(Address of principal executive offices)**	**30328** **(Zip Code)**

(770) 829-3700
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value	BZH	New York Stock Exchange

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

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

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

Large accelerated filer	☐	Accelerated filer	☒	Non-accelerated filer	☐	Smaller reporting company	☐	Emerging growth company	☐

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

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

Number of shares of common stock outstanding as of January 30, 2023: 31,347,439

BEAZER HOMES USA, INC.
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

BEAZER HOMES USA, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

in thousands (except share and per share data)	December 31, 2022	September 30, 2022
ASSETS		
Cash and cash equivalents	**$ 120,746**	$ 214,594
Restricted cash	**35,899**	37,234
Accounts receivable (net of allowance of $284 and $284, respectively)	**24,866**	35,890
Income tax receivable	**9,597**	9,606
Owned inventory	**1,779,223**	1,737,865
Deferred tax assets, net	**152,769**	156,358
Property and equipment, net	**23,990**	24,566
Operating lease right-of-use assets	**8,914**	9,795
Goodwill	**11,376**	11,376
Other assets	**19,005**	14,679
Total assets	**$ 2,186,385**	$ 2,251,963
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Trade accounts payable	**$ 106,824**	$ 143,641
Operating lease liabilities	**10,187**	11,208
Other liabilities	**122,444**	174,388
Total debt (net of debt issuance costs of $6,907 and $7,280, respectively)	**984,330**	983,440
Total liabilities	**1,223,785**	1,312,677
Stockholders’ equity:		
Preferred stock (par value $0.01 per share, 5,000,000 shares authorized, no shares issued)	**—**	—
Common stock (par value $0.001 per share, 63,000,000 shares authorized, 31,347,439 issued and outstanding and 30,880,138 issued and outstanding, respectively)	**31**	31
Paid-in capital	**858,839**	859,856
Retained earnings	**103,730**	79,399
Total stockholders’ equity	**962,600**	939,286
Total liabilities and stockholders’ equity	**$ 2,186,385**	$ 2,251,963

See accompanying notes to condensed consolidated financial statements.

BEAZER HOMES USA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

in thousands (except per share data)	Three Months Ended December 31, 2022	2021
Total revenue	**$ 444,928**	$ 454,149
Home construction and land sales expenses	**358,970**	356,749
Inventory impairments and abandonments	**190**	—
Gross profit	**85,768**	97,400
Commissions	**14,105**	15,813
General and administrative expenses	**40,648**	37,767
Depreciation and amortization	**2,513**	2,881
Operating income	**28,502**	40,939
Loss on extinguishment of debt, net	**(515)**	—
Other income, net	**576**	419
Income from continuing operations before income taxes	**28,563**	41,358
Expense from income taxes	**4,155**	6,463
Income from continuing operations	**24,408**	34,895
Loss from discontinued operations, net of tax	**(77)**	(10)
Net income	**$ 24,331**	$ 34,885
Weighted-average number of shares:		
Basic	**30,219**	30,336
Diluted	**30,480**	30,724
Basic income per share:		
Continuing operations	**$ 0.81**	$ 1.15
Discontinued operations	**—**	—
Total	**$ 0.81**	$ 1.15
Diluted income per share:		
Continuing operations	**$ 0.80**	$ 1.14
Discontinued operations	**—**	—
Total	**$ 0.80**	$ 1.14

See accompanying notes to condensed consolidated financial statements.

BEAZER HOMES USA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Three Months Ended December 31, 2022								
	Common Stock								
in thousands	Shares		Amount		Paid-in Capital		Retained Earnings		Total
Balance as of September 30, 2022	30,880	$	31	$	859,856	$	79,399	$	939,286
Net income and comprehensive income	—		—		—		24,331		24,331
Stock-based compensation expense	—		—		1,580		—		1,580
Shares issued under employee stock plans, net	672		—		—		—		—
Common stock redeemed for tax liability	(205)		—		(2,597)		—		(2,597)
Balance as of December 31, 2022	31,347	$	31	$	858,839	$	103,730	$	962,600

	Three Months Ended December 31, 2021								
	Common Stock								
in thousands	Shares		Amount		Paid-in Capital		Accumulated Deficit		Total
Balance as of September 30, 2021	31,294	$	31	$	866,158	$	(141,305)	$	724,884
Net income and comprehensive income	—		—		—		34,885		34,885
Stock-based compensation expense	—		—		2,108		—		2,108
Shares issued under employee stock plans, net	517		—		—		—		—
Forfeiture and other settlements of restricted stock	(44)		—		—		—		—
Common stock redeemed for tax liability	(307)		—		(6,618)		—		(6,618)
Balance as of December 31, 2021	31,460	$	31	$	861,648	$	(106,420)	$	755,259

See accompanying notes to condensed consolidated financial statements.

BEAZER HOMES USA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

in thousands	Three Months Ended December 31, 2022	2021
Cash flows from operating activities:		
Net income	**$ 24,331**	$ 34,885
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	**2,513**	2,881
Stock-based compensation expense	**1,580**	2,108
Inventory impairments and abandonments	**190**	—
Deferred and other income tax expense	**4,133**	6,460
Loss (gain) on disposal of fixed assets	**1,292**	(83)
Loss on extinguishment of debt, net	**515**	—
Changes in operating assets and liabilities:		
Decrease in accounts receivable	**11,024**	4,883
Decrease in income tax receivable	**9**	—
Increase in inventory	**(40,489)**	(79,158)
(Increase) decrease in other assets	**(2,433)**	209
Decrease in trade accounts payable	**(36,817)**	(18,690)
Decrease in other liabilities	**(52,628)**	(31,312)
Net cash used in operating activities	**(86,780)**	(77,817)
Cash flows from investing activities:		
Capital expenditures	**(3,245)**	(2,894)
Proceeds from sale of fixed assets	**16**	83
Other	**(2)**	—
Net cash used in investing activities	**(3,231)**	(2,811)
Cash flows from financing activities:		
Debt issuance costs	**(2,575)**	—
Tax payments for stock-based compensation awards	**(2,597)**	(6,618)
Net cash used in financing activities	**(5,172)**	(6,618)
Net decrease in cash, cash equivalents, and restricted cash	**(95,183)**	(87,246)
Cash, cash equivalents, and restricted cash at beginning of period	**251,828**	274,143
Cash, cash equivalents, and restricted cash at end of period	**$ 156,645**	$ 186,897

See accompanying notes to condensed consolidated financial statements.

BEAZER HOMES USA, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Description of Business

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

Our homes are designed to appeal to homeowners at different price points across various demographic segments and are generally offered for sale in advance of their construction. Our objective is to provide our customers with homes that incorporate extraordinary value at an affordable price, delivered through our three strategic pillars of Mortgage Choice, Choice Plans®, and Surprising Performance, while seeking to maximize our return on invested capital over the course of a housing cycle.

For an additional description of our business and strategic pillars, refer to Item 1 within our Annual Report on Form 10-K for the fiscal year ended September 30, 2022 (2022 Annual Report).

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

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. The unaudited condensed consolidated financial statements do not include all of the information and disclosures required by GAAP for complete financial statements. As such, the accompanying unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2022 Annual Report. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation have been included in the accompanying unaudited condensed consolidated financial statements. The results of the Company's consolidated operations presented herein for the three months ended December 31, 2022 are not necessarily indicative of the results to be expected for the full fiscal year due to seasonal variations in our operations and other factors.

Basis of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of Beazer Homes USA, Inc. and its consolidated subsidiaries. Intercompany transactions and balances have been eliminated in consolidation. Our net income is equivalent to our comprehensive income, so we have not presented a separate statement of comprehensive income.

In the past, we have discontinued homebuilding operations in various markets. Results from certain of these exited markets are reported as discontinued operations in the accompanying unaudited condensed consolidated statements of operations for all periods presented.

Our fiscal year 2023 began on October 1, 2022 and ends on September 30, 2023. Our fiscal year 2022 began on October 1, 2021 and ended on September 30, 2022.

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 condensed consolidated financial statements and accompanying notes. Accordingly, actual results could differ from these estimates.

Share Repurchase Program

In May 2022, the Company's Board of Directors approved a new share repurchase program that authorizes the Company to repurchase up to $50.0 million of its outstanding common stock. This newly authorized program replaced the prior share repurchase program authorized in the first quarter of fiscal 2019 of up to $50.0 million of common stock repurchases, pursuant to which $12.0 million of the capacity remained prior to the replacement of the program. All shares have been retired upon repurchase. No share repurchases were made during the three months ended December 31, 2022 and 2021. As of December 31, 2022, the remaining availability of the new share repurchase program was $41.8 million.

Revenue Recognition

We recognize revenue upon the transfer of promised goods to our customers in an amount that reflects the consideration to which we expect to be entitled by applying the process specified in ASC Topic 606, *Revenue from Contracts with Customers*.

The following table presents our total revenue disaggregated by revenue stream:

in thousands	Three Months Ended December 31, 2022		Three Months Ended December 31, 2021	
Homebuilding revenue	**$**	**444,084**	$	446,729
Land sales and other revenue		**844**		7,420
Total revenue[a]	**$**	**444,928**	$	454,149

[a] Please see Note 14 for total revenue disaggregated by reportable segment.

Homebuilding revenue

Homebuilding revenue is reported net of any discounts and incentives and is generally recognized when title to and possession of the home is transferred to the buyer at the closing date. The performance obligation to deliver the home is generally satisfied in less than one year from the original contract date. Home sale contract assets consist of cash from home closings held by title companies in escrow for our benefit, typically for less than five days, and are considered accounts receivable. Contract liabilities include customer deposits related to sold but undelivered homes and totaled $29.6 million and $34.3 million as of December 31, 2022 and September 30, 2022, respectively. Of the customer liabilities outstanding as of September 30, 2022, $12.1 million was recognized in revenue during the three months ended December 31, 2022 upon closing of the related homes.

Land sales and other revenue

Land sales revenue relates to land that does not fit within our homebuilding programs and strategic plans. Land sales typically require cash consideration on the closing date, which is generally when performance obligations are satisfied. We also provide title examinations for our homebuyers in certain markets. Revenues associated with our title operations are recognized when closing services are rendered and title insurance policies are issued, both of which generally occur as each home is closed.

Recent Accounting Pronouncements

Reference Rate Reform. In March 2020, the FASB issued ASU 2020-04, *Facilitation of the Effects of Reference Rate Reform on Financial Reporting* (ASU 2020-04). ASU 2020-04 provides companies with optional guidance to ease the potential accounting burden associated with transitioning away from reference rates that are expected to be discontinued. This guidance is effective beginning on March 12, 2020, and all entities may elect to apply the amendments prospectively through December 31, 2022. In December 2022, the FASB issued ASU 2022-06, *Deferral of the Sunset Date of Topic 848*, to extend the temporary accounting rules under Topic 848 from December 31, 2022 to December 31, 2024. The Company is currently evaluating the impact of these accounting standards updates but do not expect that the adoption of ASU 2020-04 and ASU 2022-06 will have a material impact on our consolidated financial statements and related disclosures.

(3) Supplemental Cash Flow Information

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

in thousands	Three Months Ended December 31, 2022	Three Months Ended December 31, 2021
Supplemental disclosure of non-cash activity:		
Increase in operating lease right-of-use assets[a]	**$ —**	$ 626
Increase in operating lease liabilities[a]	**—**	626
Supplemental disclosure of cash activity:		
Interest payments	**$ 24,524**	$ 25,081
Income tax payments	**—**	53
Tax refunds received	**59**	—
Reconciliation of cash, cash equivalents, and restricted cash:		
Cash and cash equivalents	**$ 120,746**	$ 157,701
Restricted cash	**35,899**	29,196
Total cash, cash equivalents, and restricted cash shown in the statement of cash flows	**$ 156,645**	$ 186,897

[a] Represents leases renewed or additional leases commenced during the periods presented.

(4) Owned Inventory

The components of our owned inventory are as follows as of December 31, 2022 and September 30, 2022:

in thousands	December 31, 2022	September 30, 2022
Homes under construction	$ **759,545**	$ 785,742
Land under development	**782,628**	731,190
Land held for future development	**19,879**	19,879
Land held for sale	**18,583**	15,674
Capitalized interest	**113,143**	109,088
Model homes	**85,445**	76,292
Total owned inventory	$ **1,779,223**	$ 1,737,865

Homes under construction include homes substantially finished and ready for delivery and homes in various stages of construction, including costs of the underlying lot, direct construction costs and capitalized indirect costs. As of December 31, 2022, we had 2,383 homes under construction, including 840 spec homes totaling $268.5 million (701 in-process spec homes totaling $211.6 million, and 139 finished spec homes totaling $56.9 million). As of September 30, 2022, we had 2,688 homes under construction, including 887 spec homes totaling $246.5 million (793 in-process spec units totaling $208.7 million, and 94 finished spec units totaling $37.8 million).

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

Land held for future development consists of communities for which construction and development activities are expected to occur in the future or have been idled and are stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. All applicable carrying costs, such as interest and real estate taxes, 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 to the audited consolidated financial statements within our 2022 Annual Report). These assets are recorded at the lower of the carrying value or fair value less costs to sell (net realizable value).

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 land under development but excludes land held for future development and land held for sale (see Note 5 for additional information on capitalized interest).

Total owned inventory by reportable segment is presented in the table below as of December 31, 2022 and September 30, 2022:

in thousands	Projects in Progress[a]	Land Held for Future Development	Land Held for Sale	Total Owned Inventory
December 31, 2022				
West	**$ 933,054**	**$ 3,483**	**$ 17,907**	**$ 954,444**
East	**338,743**	**10,888**	**—**	**349,631**
Southeast	**289,597**	**5,508**	**676**	**295,781**
Corporate and unallocated[b]	**179,367**	**—**	**—**	**179,367**
Total	**$ 1,740,761**	**$ 19,879**	**$ 18,583**	**$ 1,779,223**
September 30, 2022				
West	$ 934,309	$ 3,483	$ 14,998	$ 952,790
East	313,613	10,888	—	324,501
Southeast	284,424	5,508	676	290,608
Corporate and unallocated[b]	169,966	—	—	169,966
Total	$ 1,702,312	$ 19,879	$ 15,674	$ 1,737,865

[a] Projects in progress include homes under construction, land under development, 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.

Inventory Impairments

Inventory assets are assessed for recoverability periodically in accordance with the policies described in Notes 2 and 5 to the audited consolidated financial statements within our 2022 Annual Report.

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

	Three Months Ended December 31,	
in thousands	**2022**	2021
Abandonments:		
West	**$ 36**	$ —
East	**154**	—
Total abandonments charges	**$ 190**	$ —
Total impairments and abandonment charges	**$ 190**	$ —

Projects in Progress Impairments

Projects in progress inventory includes homes under construction and land under development grouped together as communities. Projects in progress are stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable.

We assess our projects in progress inventory for indicators of impairment at the community level on a quarterly basis. If indicators of impairment are present for a community with more than ten homes remaining to close, we perform a recoverability test by comparing the expected undiscounted cash flows for the community to its carrying value. If the aggregate undiscounted cash flows are in excess of the carrying value, the asset is considered to be recoverable and is not impaired. If the carrying value exceeds the aggregate undiscounted cash flows, we perform a discounted cash flow analysis to determine the fair value of the community, and impairment charges are recorded if the fair value of the community's inventory is less than its carrying value.

No project in progress impairments were recognized during the three months ended December 31, 2022 and 2021, respectively.

Land Held for Sale Impairments

We evaluate the net realizable value of a land held for sale asset when indicators of impairment are present. Impairments on land held for sale generally represent write downs of these properties to net realizable value based on sales contracts, letters of intent, current market conditions, and recent comparable land sale transactions, as applicable. Absent an executed sales contract, our assumptions related to land sales prices require significant judgment because the real estate market is highly sensitive to changes in economic conditions, and our estimates of sale prices could differ significantly from actual results.

No land held for sale impairments were recognized during the three months ended December 31, 2022 and 2021, respectively.

Abandonments

From time-to-time, we may determine to abandon lots or not exercise certain option agreements that are not projected to produce adequate results or no longer fit with our long-term strategic plan. Additionally, in certain limited instances, we are forced to abandon lots due to seller non-performance, or 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 an abandonment charge to earnings for the deposit amount and any related capitalized costs in the period such decision is made.

$0.2 million of abandonment charges were recognized during the three months ended December 31, 2022, and no abandonment charges were recognized during the three months ended December 31, 2021.

Lot 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 agreements require a non-refundable cash deposit or irrevocable letter of credit based on a percentage of the purchase price of the land for the right to acquire lots during a specified period at a specified price. Purchase of the properties under these agreements is contingent upon satisfaction of certain requirements by us and the sellers. Under lot option agreements, our liability is generally limited to forfeiture of the non-refundable deposits, letters of credit or surety bonds, 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. We expect to exercise, subject to market conditions and seller satisfaction of contract terms, most of our remaining option agreements. 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 December 31, 2022 and September 30, 2022:

in thousands	**Deposits & Non-refundable Pre-acquisition Costs Incurred[(a)]**	**Remaining Obligation, Net of Cash Deposits**
As of December 31, 2022		
Unconsolidated lot option agreements	**$ 150,878**	**$ 820,807**
As of September 30, 2022		
Unconsolidated lot option agreements	$ 142,433	$ 827,600

[(a)] Amount is included as a component of land under development within our owned inventory in the condensed consolidated balance sheet.

(5) Interest

Interest capitalized during the three months ended December 31, 2022 and 2021 was based upon the balance of inventory eligible for capitalization. The following table presents certain information regarding interest for the periods presented:

in thousands	Three Months Ended December 31, 2022	2021
Capitalized interest in inventory, beginning of period	**$ 109,088**	$ 106,985
Interest incurred	**17,830**	18,311
Interest expense not qualified for capitalization and included as other expense[(a)]	**—**	—
Capitalized interest amortized to home construction and land sales expenses[(b)]	**(13,775)**	(14,780)
Capitalized interest in inventory, end of period	**$ 113,143**	$ 110,516

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

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

(6) Borrowings

The Company's debt, net of unamortized debt issuance costs consisted of the following as of December 31, 2022 and September 30, 2022:

in thousands	Maturity Date	December 31, 2022	September 30, 2022
6.750% Senior Notes (2025 Notes)	March 2025	**$ 211,195**	$ 211,195
5.875% Senior Notes (2027 Notes)	October 2027	**357,255**	357,255
7.250% Senior Notes (2029 Notes)	October 2029	**350,000**	350,000
Unamortized debt issuance costs		**(6,907)**	(7,280)
Total Senior Notes, net		**911,543**	911,170
Junior Subordinated Notes (net of unamortized accretion of $27,986 and $28,503, respectively)	July 2036	**72,787**	72,270
Secured Revolving Credit Facility	February 2024[(a)]	**N/A[(c)]**	—
Senior Unsecured Revolving Credit Facility	October 2026[(b)]	**—**	N/A[(c)]
Total debt, net		**$ 984,330**	$ 983,440

[(a)] The Secured Revolving Credit Facility (Secured Facility) provided working capital and letter of credit capacity of $250.0 million and was scheduled to mature in February 2024; however, the Secured Facility was terminated early in October 2022 in conjunction with the Company entering into the Senior Unsecured Revolving Credit Facility. Refer to below for further discussion. As of September 30, 2022, no borrowings were outstanding, and $5.5 million letters of credit were outstanding under the Secured Facility, resulting in a remaining capacity of $244.5 million.

[(b)] The Senior Unsecured Revolving Credit Facility was entered into on October 13, 2022. Refer to below for further discussion.

[(c)] N/A - not applicable

Senior Unsecured Revolving Credit Facility

On October 13, 2022, the Company entered into a Senior Unsecured Revolving Credit Facility (Unsecured Facility), which replaced the Secured Facility. The Unsecured Facility provides working capital and letter of credit capacity of $265.0 million. The Company also will have the right from time to time to request to increase the size of the commitments under the Unsecured Facility by up to $135.0 million for a maximum of $400.0 million. The Unsecured Facility terminates on October 13, 2026 (Termination Date), and the Company may borrow, repay and reborrow amounts under the Unsecured Facility until the Termination Date.

Obligations of the Company under the Unsecured Facility are jointly and severally guaranteed by certain of the Company’s existing and future direct and indirect subsidiaries, excluding, among others, certain specified unrestricted subsidiaries. For additional discussion of the Unsecured Facility, refer to Note 8 to the audited consolidated financial statements within our 2022 Annual Report.

As of December 31, 2022, no borrowings and no letters of credit were outstanding under the Unsecured Facility, resulting in a remaining capacity of $265.0 million. The Unsecured Facility requires compliance with certain covenants, including affirmative covenants, negative covenants and financial covenants. As of December 31, 2022, the Company believes it was in compliance with all such covenants.

Letter of Credit Facilities

The Company has entered into stand-alone, cash-secured letter of credit agreements with banks to maintain pre-existing letters of credit and to provide for the issuance of new letters of credit (in addition to the letters of credit issued under the Secured Facility and the Unsecured Facility). As of December 31, 2022 and September 30, 2022, the Company had letters of credit outstanding under these additional facilities of $30.4 million and $29.7 million, respectively, all of which were secured by cash collateral in restricted accounts totaling $31.5 million and $31.5 million, respectively. The Company may enter into additional arrangements to provide additional letter of credit capacity.

Senior Notes

The Company's senior notes (Senior Notes) are unsecured obligations ranking pari passu with all other existing and future senior indebtedness. Substantially all of the Company's significant subsidiaries are full and unconditional guarantors of the Senior Notes and are jointly and severally liable for obligations under the Senior Notes and the Unsecured Facility. Each guarantor subsidiary is a wholly owned subsidiary of Beazer Homes.

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

The Company's Senior Notes are issued under indentures that contain certain restrictive covenants which, among other things, restrict our ability to pay dividends, repurchase our common stock, incur certain types of additional indebtedness, and make certain investments. Compliance with the Senior Note covenants does not significantly impact the Company's operations. The Company believes it was in compliance with the covenants contained in the indentures of all of its Senior Notes as of December 31, 2022.

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

Senior Note Description	Issuance Date	Maturity Date	Redemption Terms
6.750% 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 100.000% of the principal amount, plus a customary make-whole premium; on or after March 15, 2020, callable at a redemption price equal to 105.063% of the principal amount; on or after March 15, 2021, callable at a redemption price equal to 103.375% of the principal amount; on or after March 15, 2022, callable at a redemption price equal to 101.688% of the principal amount; on or after March 15, 2023, callable at a redemption price equal to 100.000% of the principal amount, plus, in each case, accrued and unpaid interest.
5.875% 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 100.000% of the principal amount, plus a customary make-whole premium; on or after October 15, 2022, callable at a redemption price equal to 102.938% of the principal amount; on or after October 15, 2023, callable at a redemption price equal to 101.958% of the principal amount; on or after October 15, 2024, callable at a redemption price equal to 100.979% of the principal amount; on or after October 15, 2025, callable at a redemption price equal to 100.000% of the principal amount, plus, in each case, accrued and unpaid interest.
7.250% Senior Notes	September 2019	October 2029	Callable at any time prior to October 15, 2024, in whole or in part, at a redemption price equal to 100.000% of the principal amount, plus a customary make-whole premium; on or after October 15, 2024, callable at a redemption price equal to 103.625% of the principal amount; on or after October 15, 2025, callable at a redemption price equal to 102.417% of the principal amount; on or after October 15, 2026, callable at a redemption price equal to 101.208% of the principal amount; on or after October 15, 2027, callable at a redemption price equal to 100.000% of the principal amount, plus, in each case, accrued and unpaid interest.

Junior Subordinated Notes

The Company's unsecured junior subordinated notes (Junior Subordinated Notes) mature on July 30, 2036 and have an aggregate principal balance of $100.8 million as of December 31, 2022. The securities have a floating interest rate as defined in the Junior Subordinated Notes Indentures, which was a weighted-average of 6.86% as of December 31, 2022. The obligations relating to these notes are subordinated to the Unsecured Facility and the Senior Notes. In January 2010, the Company restructured $75.0 million of these notes (Restructured Notes) and recorded them at their then estimated fair value. Over the remaining life of the Restructured Notes, we will increase their carrying value until this carrying value equals the face value of the notes. As of December 31, 2022, the unamortized accretion was $28.0 million and will be amortized over the remaining life of the Restructured Notes. The remaining $25.8 million of the Junior Subordinated Notes are subject to the terms of the original agreement, have a floating interest rate equal to three-month LIBOR plus 2.45% per annum, resetting quarterly, and are redeemable in whole or in part at par value. The material terms of the $75.0 million Restructured Notes are identical to the terms of the original agreement except that the floating interest rate is subject to a floor of 4.25% and a cap of 9.25%. In addition, beginning on June 1, 2012, the Company has the option to redeem the $75.0 million principal balance in whole or in part at 75% of par value; beginning on June 1, 2022, the redemption price will increase by 1.785% annually. As of December 31, 2022, the Company believes it was in compliance with all covenants under the Junior Subordinated Notes.

(7) Operating Leases

The Company leases certain office space and equipment under operating leases for use in our operations. We recognize operating lease expense on a straight-line basis over the lease term. Certain of our lease agreements include one or more options to renew. The exercise of lease renewal options is generally at our discretion. Variable lease expense primarily relates to maintenance and other monthly expense that do not depend on an index or rate.

We determine if an arrangement is a lease at contract inception. Lease and non-lease components are accounted for as a single component for all leases. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the expected lease term, which includes optional renewal periods if we determine it is reasonably certain that the option will be exercised. As our leases do not provide an implicit rate, the discount rate used in the present value calculation represents our incremental borrowing rate determined using information available at the commencement date.

Operating lease expense is included as a component of general and administrative expenses in our condensed consolidated statements of operations. Sublease income and variable lease expenses are de minimis. For the three months ended December 31, 2022 and 2021, operating lease expense and cash payments on lease liabilities were as follows:

	Three Months Ended December 31,	
in thousands	**2022**	2021
Operating lease expense	**$ 1,001**	$ 999
Cash payments on lease liabilities	**$ 1,141**	$ 1,086

At December 31, 2022 and 2021, the weighted-average remaining lease term and discount rate were as follows:

	As of December 31,	
	2022	2021
Weighted-average remaining lease term	**4.3 years**	4.7 years
Weighted-average discount rate	**4.41%**	4.43%

The following is a maturity analysis of the annual undiscounted cash flows reconciled to the carrying value of the operating lease liabilities as of December 31, 2022:

Fiscal Years Ending September 30,		
in thousands		
2023[(a)]	$	**2,658**
2024		**2,688**
2025		**2,299**
2026		**1,643**
2027		**702**
Thereafter		**1,226**
Total lease payments[(b)]		**11,216**
Less: imputed interest		**1,029**
Total operating lease liabilities	**$**	**10,187**

[(a)] Remaining lease payments are for the period beginning January 1, 2023 through September 30, 2023.

[(b)] Lease payments excludes $11.2 million legally binding minimum lease payments for an office lease signed but not yet commenced. The related ROU asset and operating lease liability are not reflected on the Company's condensed consolidated balance sheet as of December 31, 2022.

(8) 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.

Warranty reserves are included in other liabilities within the condensed consolidated balance sheets, and the provision for warranty accruals is included in home construction expenses in the condensed 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. An analysis by division allows us to consider 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 that may need to be separately estimated based on management's judgment of the ultimate cost of repair for that specific issue. 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.

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. 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.

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

	Three Months Ended December 31,	
in thousands	**2022**	2021
Balance at beginning of period	**$ 13,926**	$ 12,931
Accruals for warranties issued[a]	**2,413**	2,372
Changes in liability related to warranties existing in prior periods	**(810)**	534
Payments made	**(2,370)**	(3,094)
Balance at end of period	**$ 13,159**	$ 12,743

[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.

Insurance Recoveries

The Company has insurance policies that provide for the reimbursement of certain warranty costs incurred above specified thresholds for each period covered. Amounts recorded for anticipated insurance recoveries are reflected within the condensed consolidated statements of operations as a reduction of home construction expenses. Amounts not yet received from our insurer are recorded on a gross basis, without any reduction for the associated warranty expense, within accounts receivable on our condensed consolidated balance sheets.

Litigation

In the normal course of business, we and certain of our subsidiaries are subject to various lawsuits and have been named as defendants in various claims, complaints, and other legal actions, most relating to construction defects, moisture intrusion, and product liability. Certain of the liabilities resulting from these actions are covered in whole or in part by insurance.

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

We have an accrual of $8.0 million and $9.8 million in other liabilities on our condensed consolidated balance sheets related to litigation matters as of December 31, 2022 and September 30, 2022, respectively.

Surety Bonds and Letters of Credit

We had outstanding letters of credit and surety bonds of $30.4 million and $277.5 million, respectively, as of December 31, 2022, related principally to our obligations to local governments to construct roads and other improvements in various developments.

(9) Fair Value Measurements

As of the dates presented, we had assets on our condensed 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 non-recurring basis when events and circumstances indicate that the carrying value of these assets may not be recoverable. 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 Note 5. Due to the substantial use of unobservable inputs in valuing the assets on a non-recurring basis, they are classified within Level 3.

No impairments on projects in progress or land held for sale were recognized during the three months ended December 31, 2022 and 2021.

Determining within which hierarchical level an asset or liability falls requires significant judgment. We evaluate our hierarchy disclosures each quarter. The following table presents the period-end balances of assets measured at fair value on a recurring basis and the impairment-date fair value of certain assets measured at fair value on a non-recurring basis for each hierarchy level. These balances represent only those assets whose carrying values were adjusted to fair value during the periods presented:

in thousands	Level 1	Level 2	Level 3	Total
As of December 31, 2022				
Deferred compensation plan assets[a]	**$ —**	**$ 3,489**	**$ —**	**$ 3,489**
As of September 30, 2022				
Deferred compensation plan assets[a]	$ —	$ 3,179	$ —	$ 3,179
Land held for sale[b]	$ —	$ —	$ 902 [c]	$ 902

[a] Measured at fair value on a recurring basis.

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

[c] Amount represents the impairment-date fair value of land held for sale assets that were impaired during the period indicated.

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

The following table presents the carrying value and estimated fair value of certain other financial liabilities as of December 31, 2022 and September 30, 2022:

	As of December 31, 2022		As of September 30, 2022	
in thousands	**Carrying Amount[a]**	**Fair Value**	Carrying Amount [a]	Fair Value
Senior Notes[b]	**$ 911,543**	**$ 836,552**	$ 911,170	$ 753,338
Junior Subordinated Notes[c]	**72,787**	**72,787**	72,270	72,270
Total	**$ 984,330**	**$ 909,339**	$ 983,440	$ 825,608

[a] Carrying amounts are net of unamortized debt issuance costs or accretion.

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

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

(10) Income Taxes

Income Tax Provision

The Company's income tax provision for quarterly interim periods is based on an estimated annual effective income tax rate calculated separately from the effect of significant, infrequent, or unusual items. Income tax expense from continuing operations was $4.2 million for the three months ended December 31, 2022, compared to $6.5 million for the three months ended December 31, 2021. Income tax expense for the three months ended December 31, 2022 was substantially driven by (1) income from continuing operations, and (2) the discrete impact related to stock-based compensation expense as a result of current period activity, partially offset by (3) the completion of work necessary to claim an additional $3.0 million in energy efficiency tax credits related to homes closed in prior fiscal years. Income tax expense for the three months ended December 31, 2021 was substantially driven by (1) income from continuing operations, partially offset by (2) the completion of work necessary to claim an additional $3.2 million in energy efficiency tax credits related to homes closed in prior fiscal years, and (3) the discrete impact related to stock-based compensation expense as a result of current period activity.

Deferred Tax Assets and Liabilities

The Company continues to evaluate its deferred tax assets each period to determine if a valuation allowance is required based on whether it is more likely than not that some portion of these deferred tax assets will not be realized. As of December 31, 2022, management concluded that it is more likely than not that all of our federal and certain state deferred tax assets will be realized. As part of our analysis, we considered both positive and negative factors that impact profitability and whether those factors would lead to a change in the estimate of our deferred tax assets that may be realized in the future. At this time, our conclusions on the valuation allowance and Internal Revenue Code Section 382 limitations related to our deferred tax assets remain consistent with the determinations we made during the period ended September 30, 2022, and such conclusions are based on similar company specific and industry factors to those discussed in Note 13 to the audited consolidated financial statements within our 2022 Annual Report.

(11) Stock-based Compensation

Stock-based compensation expense is included in general and administrative expenses in the condensed consolidated statements of operations. Following is a summary of stock-based compensation expense related to stock options and restricted stock awards for the three months ended December 31, 2022 and 2021, respectively.

	Three Months Ended December 31,	
in thousands	**2022**	2021
Stock-based compensation expense	**$ 1,580**	$ 2,108

Stock Options

Following is a summary of stock option activity for the three months ended December 31, 2022:

	Three Months Ended December 31, 2022	
	Shares	Weighted Average Exercise Price
Outstanding at beginning of period	27,507	$ 14.31
Outstanding at end of period	27,507	14.31
Exercisable at end of period	27,271	$ 14.29

As of both December 31, 2022 and September 30, 2022, there was less than $0.1 million of total unrecognized compensation costs related to unvested stock options. The costs remaining as of December 31, 2022 are expected to be recognized over a weighted-average period of 1.19 years.

Restricted Stock Awards

During the three months ended December 31, 2022, the Company issued time-based and performance-based restricted stock awards. The time-based restricted shares granted to our non-employee directors vest on the first anniversary of the grant, while the time-based restricted shares granted to our executive officers and other employees generally vest ratably over two to three years from the date of grant. Performance-based restricted share awards vest subject to the achievement of performance and market conditions over a three-year performance period.

Following is a summary of restricted stock activity for the three months ended December 31, 2022:

	Three Months Ended December 31, 2022		
	Performance-Based Restricted Shares	Time-Based Restricted Shares	Total Restricted Shares
Beginning of period	436,146	412,042	848,188
Granted [a]	249,534	422,998	672,532
Vested	(334,736)	(232,071)	(566,807)
End of period	350,944	602,969	953,913

[a] Each of our performance shares represent 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. Our performance stock award plans provide that any performance shares earned in excess of the target number of performance shares issued may be settled in cash or additional shares at the discretion of the Compensation Committee. In November 2022, we issued 92,104 shares earned above target level based on the performance level achieved under the fiscal 2020 performance-based award plan.

As of December 31, 2022 and September 30, 2022, total unrecognized compensation costs related to unvested restricted stock awards was $11.8 million and $7.3 million, respectively. The costs remaining as of December 31, 2022 are expected to be recognized over a weighted average period of 2.14 years.

(12) Earnings Per Share

Basic income (loss) per share is calculated by dividing net income (loss) by the weighted-average number of shares outstanding during the period. Diluted income (loss) per share adjusts the basic income (loss) 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 income per share for the periods presented:

in thousands (except per share data)	Three Months Ended December 31, 2022	2021
Numerator:		
Income from continuing operations	**$ 24,408**	$ 34,895
Loss from discontinued operations, net of tax	**(77)**	(10)
Net income	**$ 24,331**	$ 34,885
Denominator:		
Basic weighted-average shares	**30,219**	30,336
Dilutive effect of restricted stock awards	**257**	379
Dilutive effect of stock options	**4**	9
Diluted weighted-average shares[a]	**30,480**	30,724
Basic income per share:		
Continuing operations	**$ 0.81**	$ 1.15
Discontinued operations	**—**	—
Total	**$ 0.81**	$ 1.15
Diluted income per share:		
Continuing operations	**$ 0.80**	$ 1.14
Discontinued operations	**—**	—
Total	**$ 0.80**	$ 1.14

[a] The following potentially dilutive shares were excluded from the calculation of diluted income per share as a result of their anti-dilutive effect.

in thousands	Three Months Ended December 31, 2022	2021
Stock options	**13**	48
Time-based restricted stock	**147**	—

(13) Other Liabilities

Other liabilities include the following as of December 31, 2022 and September 30, 2022:

in thousands	December 31, 2022	September 30, 2022
Customer deposits	**$ 29,615**	$ 34,270
Accrued compensations and benefits	**22,500**	57,781
Accrued interest	**14,970**	22,723
Warranty reserve	**13,159**	13,926
Litigation accruals	**8,010**	9,832
Income tax liabilities	**914**	320
Other	**33,276**	35,536
Total	**$ 122,444**	$ 174,388

(14) 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[a]

East: Delaware, Indiana, Maryland, New Jersey[b], Tennessee, and Virginia

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

[a] On May 20, 2022, we acquired substantially all of the assets of Imagine Homes, a private San Antonio-based homebuilder in which the Company held a one-third ownership stake for the past 16 years. The results of our San Antonio operations are reported herein within our West reportable segment.

[b] 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 sales and other revenue less home construction, land development, and land sales expense, commission expense, depreciation and amortization, and certain G&A expenses that are incurred by or allocated to our homebuilding segments. The accounting policies of our segments are those described in Note 2 to the consolidated financial statements within our 2022 Annual Report.

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

	Three Months Ended December 31,	
in thousands	**2022**	2021
Revenue		
West	**$ 274,815**	$ 257,666
East	**86,190**	118,169
Southeast	**83,923**	78,314
Total revenue	**$ 444,928**	$ 454,149

	Three Months Ended December 31,	
in thousands	**2022**	2021
Operating income		
West	**$ 37,357**	$ 42,724
East	**9,262**	19,859
Southeast	**10,679**	8,200
Segment total	**57,298**	70,783
Corporate and unallocated[a]	**(28,796)**	(29,844)
Total operating income	**$ 28,502**	$ 40,939

[a] Includes amortization of capitalized interest, movement in capitalized indirect costs, expenses related to numerous shared services functions that benefit all segments but are not allocated to the operating segments reported above, including information technology, treasury, corporate finance, legal, branding and national marketing, and other amounts that are not allocated to our operating segments.

in thousands	Three Months Ended December 31, 2022	2021
Depreciation and amortization		
West	**$ 1,605**	$ 1,599
East	**273**	435
Southeast	**330**	399
Segment total	**2,208**	2,433
Corporate and unallocated[a]	**305**	448
Total depreciation and amortization	**$ 2,513**	$ 2,881

[a] Represents depreciation and amortization related to assets held by our corporate functions that benefit all segments.

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

in thousands	Three Months Ended December 31, 2022	2021
Capital expenditures		
West	**$ 1,510**	$ 1,333
East	**533**	69
Southeast	**717**	355
Corporate and unallocated	**485**	1,137
Total capital expenditures	**$ 3,245**	$ 2,894

The following table presents assets by segment as of December 31, 2022 and September 30, 2022:

in thousands	December 31, 2022	September 30, 2022
Assets		
West	**$ 996,357**	$ 995,339
East	**360,367**	334,323
Southeast	**310,918**	305,443
Corporate and unallocated[a]	**518,743**	616,858
Total assets	**$ 2,186,385**	$ 2,251,963

[a] Primarily consists of cash and cash equivalents, restricted cash, deferred taxes, capitalized interest and indirect costs, and other items that are not allocated to the segments.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview and Outlook

Market Conditions

During the first quarter of fiscal 2023, conditions in the housing market worsened due to elevated mortgage rates, inflation, an uncertain economic outlook, and other macro-economic conditions, which have negatively impacted housing affordability and buyer sentiment and behavior.

We are focused on making the necessary adjustments to adapt to the challenging environment. To generate incremental sales in some of our more challenged markets, we may take actions that could result in lower margins in the near-term. Further, we continue to remain disciplined in our approach to the business by striving to reduce build costs through re-negotiation and re-bidding of construction jobs, recover cycle times, and prudently manage our overhead costs.

While we expect uncertainty in market conditions throughout fiscal 2023, we believe the long-term housing market outlook remains positive, supported by a demographic shift towards homeownership and a multimillion unit housing deficit that has accumulated over the past decade. In fiscal 2023, we plan to continue to invest in land strategically, gradually increase our active communities, and increase our use of lot option agreements to position ourselves for long-term growth, while focusing on the appropriate balance between pursuing growth opportunities, controlling risk, and maintaining a strong liquidity position.

Overview of Results for Our Fiscal First Quarter

The following is a summary of our performance against certain key operating and financial metrics during the quarter ended December 31, 2022:

- **During the quarter ended December 31, 2022, sales per community per month was 1.3 compared to 3.3 in the prior year quarter, and our net new orders were 482, down 57.8% from 1,141 in the prior year quarter**. The reduction in sales pace and net new orders was the result of lower gross sales combined with higher cancellations, which reflected the challenging sales environment driven by sustained high mortgage rates and the other macro-economic headwinds discussed above. This is in addition to typical housing market seasonality whereby our fiscal first quarter historically tends to experience the slowest sales pace. As the market dynamic evolves, we continue to adjust our approach to the competitive market landscape. Our sales process involves continuous analysis of competitive market data, including pricing, features and incentives, which enable us to adjust pricing, incentives, and specification levels to enhance affordability, respond to competitive dynamics, and to better position each of our communities.

- **Cancellation rate for the quarter ended December 31, 2022 was 37.1%, up from 11.8% in the prior year quarter.** Cancellation rates reached a high level not only as a result of higher cancellation volume, but also due to lower gross sales during the current fiscal quarter. Gross new orders decreased to 766, down 40.8% from 1,294 in the prior year quarter. Given the volatility in gross sales, we believe cancellations as a percentage of fiscal 2023 first quarter beginning backlog of 13.6% is more reflective of the current level of cancellations. Further, our volume of finished spec homes remained relatively low at approximately one unit per active community as of December 31, 2022.

- **Our Average Selling Price (ASP) for homes closed during the quarter ended December 31, 2022 was $533.1 thousand, up 21.6% from $438.4 thousand in the prior year quarter.** The year-over-year increase in closing ASP was primarily driven by price appreciation during the prior fiscal year. However, our backlog ASP has been sequentially down slightly from the prior fiscal quarter, which indicates that elevated mortgage interest rates and challenging market conditions will likely result in lower closing ASP in the future as ASP drops for new orders.

- **Homebuilding gross margin for the quarter ended December 31, 2022 was 19.2%, down from 20.9% in the prior year quarter.** Homebuilding gross margin, excluding impairments, abandonments, and interest for the quarter ended December 31, 2022, was 22.3%, down from 24.2% in the prior year quarter. Due to the current challenging operating market, our homebuilding gross margin may be further compressed before we see stabilization in the market.

- **As of December 31, 2022, our land position includes 24,735 controlled lots, up 7.3% from 23,049 as of December 31, 2021.** Excluding land held for future development and land held for sale lots, we controlled 23,962 active lots, up 6.8% from a year ago. Compared to the fiscal quarter ended September 30, 2022, land acquisition spending was down $26.4 million, or 24.1%, active controlled lots were down 435 lots, or 1.8%, reflecting our efforts to push out land acquisition timing and to re-underwrite and re-negotiate land deals given the current environment. As of December 31, 2022, we controlled 54.4% of our total active lots through option agreements compared to 54.6% a quarter ago and 49.2% a year ago.

- **SG&A for the quarter ended December 31, 2022 was 12.3% of total revenue, up from 11.8% a year earlier.** The increase in SG&A as a percentage of total revenue was primarily due to decreased closings and revenue for the quarter ended December 31, 2022 compared to the prior year quarter. We remain focused on prudently managing overhead costs.

Seasonal and Quarterly Variability

Our homebuilding operating cycle historically has reflected escalating new order activity in the second and third fiscal quarters and increased closings in the 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. Accordingly, our financial results for the three months ended December 31, 2022 may not be indicative of our full year results.

RESULTS OF CONTINUING OPERATIONS:

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

$ in thousands	Three Months Ended December 31, 2022	2021
Revenue:		
Homebuilding	**$ 444,084**	$ 446,729
Land sales and other	**844**	7,420
Total	**$ 444,928**	$ 454,149
Gross profit:		
Homebuilding	**$ 85,114**	$ 93,304
Land sales and other	**654**	4,096
Total	**$ 85,768**	$ 97,400
Gross margin:		
Homebuilding[a]	**19.2 %**	20.9 %
Land sales and other[b]	**77.5 %**	55.2 %
Total	**19.3 %**	21.4 %
Commissions	**$ 14,105**	$ 15,813
General and administrative expenses (G&A)	**$ 40,648**	$ 37,767
SG&A (commissions plus G&A) as a percentage of total revenue	**12.3 %**	11.8 %
G&A as a percentage of total revenue	**9.1 %**	8.3 %
Depreciation and amortization	**$ 2,513**	$ 2,881
Operating income	**$ 28,502**	$ 40,939
Operating income as a percentage of total revenue	**6.4 %**	9.0 %
Effective tax rate[c]	**14.5 %**	15.6 %
Inventory impairments and abandonments	**$ 190**	$ —
Loss on extinguishment of debt, net	**$ (515)**	$ —

(a) Excluding impairments, abandonments, and interest amortized to cost of sales, homebuilding gross margin was 22.3% and 24.2% for the three months ended December 31, 2022 and 2021, respectively. Please see "Homebuilding Gross Profit and Gross Margin" section below for a reconciliation of homebuilding gross profit and the related gross margin excluding impairments and abandonments and interest amortized to cost of sales to homebuilding gross profit and gross margin, the most directly comparable GAAP measure.

(b) Calculated as land sales and other gross profit divided by land sales and other revenue.

(c) Calculated as tax expense for the period divided by income from continuing operations. Due to a variety of factors, including the impact of discrete tax items on our effective tax rate, our income tax expense is not always directly correlated to the amount of pre-tax income for the associated periods. For the three months ended December 31, 2022, our effective tax rate was impacted by, among other factors, $3.0 million of energy efficiency tax credits claimed, compared to $3.2 million of such credits claimed during the three months ended December 31, 2021.

EBITDA: **Reconciliation of Net Income to Adjusted EBITDA**

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

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

	Three Months Ended December 31,			LTM Ended December 31,[a]		
in thousands	**2022**	2021	**22 vs 21**	**2022**	2021	**22 vs 21**
Net income	**$ 24,331**	$ 34,885	**$ (10,554)**	**$ 210,150**	$ 144,909	**$ 65,241**
Expense from income taxes	**4,133**	6,460	**(2,327)**	**50,940**	23,847	**27,093**
Interest amortized to home construction and land sales expenses and capitalized interest impaired	**13,775**	14,780	**(1,005)**	**71,053**	83,257	**(12,204)**
Interest expense not qualified for capitalization	**—**	—	**—**	**—**	1,181	**(1,181)**
EBIT	**42,239**	56,125	**(13,886)**	**332,143**	253,194	**78,949**
Depreciation and amortization	**2,513**	2,881	**(368)**	**12,992**	13,735	**(743)**
EBITDA	**44,752**	59,006	**(14,254)**	**345,135**	266,929	**78,206**
Stock-based compensation expense	**1,580**	2,108	**(528)**	**7,950**	10,764	**(2,814)**
Loss on extinguishment of debt	**515**	—	**515**	**206**	2,025	**(1,819)**
Inventory impairments and abandonments[b]	**190**	—	**190**	**2,714**	388	**2,326**
Severance expenses	**111**	—	**111**	**111**	—	**111**
Litigation settlement in discontinued operations	**—**	—	**—**	**—**	120	**(120)**
Adjusted EBITDA	**$ 47,148**	$ 61,114	**$ (13,966)**	**$ 356,116**	$ 280,226	**$ 75,890**

[a] "LTM" indicates amounts for the trailing 12 months.

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

Homebuilding Operations Data

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

	Three Months Ended December 31,				
	New Orders, net			Cancellation Rates	
	2022	2021	**22 vs 21**	**2022**	2021
West	**248**	655	**(62.1)%**	**43.6 %**	12.8 %
East	**120**	236	**(49.2)%**	**24.5 %**	13.9 %
Southeast	**114**	250	**(54.4)%**	**31.7 %**	7.1 %
Total	**482**	1,141	**(57.8)%**	**37.1 %**	11.8 %

Net new orders for the quarter ended December 31, 2022 decreased to 482, down 57.8% from the quarter ended December 31, 2021. For the quarter ended December 31, 2022, the decrease in net new orders compared to the prior year quarter was driven by a 60.1% decrease in sales pace from 3.3 sales per community per month in the prior year quarter to 1.3, partially offset by a 5.8% increase in average active community count from 114 in the prior year quarter to 121. The decreases in sales pace and increases in cancellation rates across reportable segments were primarily driven by the sustained high mortgage rates as well as the previously discussed other macro-economic factors adversely impacting homebuilders. Cancellation rates reached a high level not only as a result of higher cancellation volume, but also due to lower gross sales during the current fiscal quarter. Gross new orders decreased to 766, down 40.8% from 1,294 in the prior year quarter. Given the volatility in gross sales, we believe cancellations as a percentage of fiscal 2023 first quarter beginning backlog of 13.6% is more reflective of the current level of cancellations.

The table below summarizes backlog units by reportable segment as well as the aggregate dollar value and ASP of homes in backlog as of December 31, 2022 and 2021:

	As of December 31,		
	2022	2021	**22 vs 21**
Backlog Units:			
West	**995**	1,705	**(41.6)%**
East	**375**	602	**(37.7)%**
Southeast	**370**	601	**(38.4)%**
Total	**1,740**	2,908	**(40.2)%**
Aggregate dollar value of homes in backlog (in millions)	**$ 940.9**	$ 1,405.2	**(33.0)%**
ASP in backlog (in thousands)	**$ 540.8**	$ 483.2	**11.9 %**

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. The aggregate dollar value of homes in backlog as of December 31, 2022 decreased 33.0% compared to December 31, 2021 due to a 40.2% decrease in backlog units, partially offset by a 11.9% increase in the ASP of homes in backlog. When compared sequentially to the quarter ended September 30, 2022, ASP in backlog was down slightly from $547.5 thousand to $540.8 thousand, indicating that elevated mortgage rates and challenging market conditions will likely result in lower closing ASP in the future as ASP drops for new orders.

Homebuilding Revenue, Average Selling Price, and Closings

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

	Three Months Ended December 31,								
	Homebuilding Revenue			Average Selling Price			Closings		
$ in thousands	**2022**	2021	**22 vs 21**	**2022**	2021	**22 vs 21**	**2022**	2021	**22 vs 21**
West	**$ 274,322**	$ 256,492	**7.0 %**	**$ 537.9**	$ 425.4	**26.4 %**	**510**	603	**(15.4)%**
East	**86,031**	114,287	**(24.7)%**	**555.0**	466.5	**19.0 %**	**155**	245	**(36.7)%**
Southeast	**83,731**	75,950	**10.2 %**	**498.4**	444.2	**12.2 %**	**168**	171	**(1.8)%**
Total	**$ 444,084**	$ 446,729	**(0.6)%**	**$ 533.1**	$ 438.4	**21.6 %**	**833**	1,019	**(18.3)%**

West Segment: Homebuilding revenue increased by 7.0% for the three months ended December 31, 2022 compared to the prior year quarter due to a 26.4% increase in ASP, partially offset by a 15.4% decrease in closings. The decrease in closings was primarily due to lower beginning backlog and higher cancellation rates for the three months ended December 31, 2022 compared to the prior year quarter.

East Segment: Homebuilding revenue decreased by 24.7% for the three months ended December 31, 2022 compared to the prior year quarter due to a 36.7% decrease in closings, partially offset by a 19.0% increase in ASP. The decrease in closings was primarily due to lower beginning backlog as well as a slight decrease in backlog conversion rates for the three months ended December 31, 2022 compared to the prior year quarter.

Southeast Segment: Homebuilding revenue increased by 10.2% for the three months ended December 31, 2022 compared to the prior year quarter due to a 12.2% increase in ASP, partially offset by an 1.8% decrease in closings. The decrease in closings was primarily due to lower beginning backlog for the three months ended December 31, 2022 compared to the prior year quarter.

Current fiscal quarter closings across all segments were also affected by longer construction cycle times due to lingering impacts of supply chain disruptions and labor shortages. We have been proactively working with our suppliers and trade partners to address these issues and are committed to reducing construction cycle times for our new home starts.

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 impairments and abandonment charges).

Reconciliation of homebuilding gross profit and the related gross margin excluding impairments and abandonments and interest amortized to cost of sales to homebuilding gross profit and gross margin, the most directly comparable GAAP measure, is provided for each period discussed below. Management believes that this information assists investors in comparing the operating characteristics of homebuilding activities by eliminating many of the differences in companies' respective level of impairments and level of debt. 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.

	Three Months Ended December 31, 2022							
$ in thousands	**HB Gross Profit**	**HB Gross Margin**	**Impairments & Abandonments (I&A)**	**HB Gross Profit excluding I&A**	**HB Gross Margin excluding I&A**	**Interest Amortized to COS (Interest)**	**HB Gross Profit excluding I&A and Interest**	**HB Gross Margin excluding I&A and Interest**
West	**$ 59,362**	**21.6 %**	**$ 36**	**$ 59,398**	**21.7 %**	**$ —**	**$ 59,398**	**21.7 %**
East	**16,521**	**19.2 %**	**154**	**16,675**	**19.4 %**	**—**	**16,675**	**19.4 %**
Southeast	**18,501**	**22.1 %**	**—**	**18,501**	**22.1 %**	**—**	**18,501**	**22.1 %**
Corporate & unallocated[(a)]	**(9,270)**		**—**	**(9,270)**		**13,775**	**4,505**	
Total homebuilding	**$ 85,114**	**19.2 %**	**$ 190**	**$ 85,304**	**19.2 %**	**$ 13,775**	**$ 99,079**	**22.3 %**

	Three Months Ended December 31, 2021							
$ in thousands	HB Gross Profit	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit excluding I&A	HB Gross Margin excluding I&A	Interest Amortized to COS (Interest)	HB Gross Profit excluding I&A and Interest	HB Gross Margin excluding I&A and Interest
West	$ 62,927	24.5 %	$ —	$ 62,927	24.5 %	$ —	$ 62,927	24.5 %
East	25,534	22.3 %	—	25,534	22.3 %	—	25,534	22.3 %
Southeast	16,035	21.1 %		16,035	21.1 %	—	16,035	21.1 %
Corporate & unallocated[(a)]	(11,192)		—	(11,192)		14,780	3,588	
Total homebuilding	$ 93,304	20.9 %	$ —	$ 93,304	20.9 %	$ 14,780	$ 108,084	24.2 %

(a) Corporate and unallocated includes capitalized interest and capitalized indirect costs expensed to homebuilding cost of sale related to homes closed, as well as capitalized interest and capitalized indirect costs impaired in order to reflect projects in progress assets at fair value.

Our homebuilding gross profit decreased by $8.2 million to $85.1 million for the three months ended December 31, 2022, compared to $93.3 million in the prior year quarter. The decrease in homebuilding gross profit was primarily driven by a decrease in gross margin of 170 basis points to 19.2% as well as a decrease in homebuilding revenue of $2.6 million. However, as shown in the tables above, the comparability of our gross profit and gross margin was slightly impacted by impairment and abandonment charges which increased by $0.2 million, and interest amortized to homebuilding cost of sales which decreased by $1.0 million period-over-period (refer to Note 4 and Note 5 of the notes to the condensed consolidated financial statements in this Form 10-Q for additional details). When excluding the impact of impairment and abandonment charges and interest amortized to homebuilding cost of sales, homebuilding gross profit decreased by $9.0 million compared to the prior year quarter, while homebuilding gross margin decreased by 190 basis points to 22.3%. The year-over-year deterioration in gross margin for the three months ended December 31, 2022 was primarily driven by an increase in price concessions as demand weakened.

West Segment: Compared to the prior year quarter, homebuilding gross profit decreased by $3.6 million due to lower gross margin, partially offset by an increase in homebuilding revenue. Homebuilding gross margin, excluding impairments and abandonments, decreased to 21.7%, down from 24.5% in the prior year quarter. The decrease in gross margin was driven primarily by an increase in price concessions and closing cost incentives as demand weakened.

East Segment: Compared to the prior year quarter, homebuilding gross profit decreased by $9.0 million due to a decrease in homebuilding revenue as well as lower gross margin. Homebuilding gross margin, excluding impairments and abandonments, decreased to 19.4%, down from 22.3% in the prior year quarter. The decrease in gross margin was driven primarily by an increase in price concessions as demand weakened.

Southeast Segment: Compared to the prior year quarter, homebuilding gross profit increased by $2.5 million due to an increase in homebuilding revenue as well as higher gross margin. Homebuilding gross margin, excluding impairments and abandonments, increased to 22.1%, up from 21.1% in the prior year quarter. The increase in gross margin was driven primarily by changes in product and community mix, partially offset by an increase in prices concessions as demand weakened.

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 impairments 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 the trailing 12-month period ended December 31, 2022, our homebuilding gross profit and margin was $524.0 million and 22.8%, respectively, on trailing 12-months of homebuilding revenue of $2.30 billion. Excluding interest and inventory impairments and abandonments of $72 thousand, our homebuilding gross profit and margin for the trailing 12-month period ended December 31, 2022 was $595.9 million and 25.9%, respectively. For the same trailing 12-month period, homebuilding gross margin was as follows in those communities that have previously been impaired, which represented 2.8% of total closings during this period:

Homebuilding Gross Margin from previously impaired communities:	
Pre-impairment turn gross margin	8.1 %
Impact of interest amortized to COS related to these communities	2.2 %
Pre-impairment turn gross margin, excluding interest amortization	10.3 %
Impact of impairment turns	21.8 %
Gross margin (post impairment turns), excluding interest amortization	32.1 %

For further discussion of our impairment policies, refer to Note 4 of the notes to the condensed consolidated financial statements in this Form 10-Q.

Land Sales and Other Revenue and Gross Profit

Land sales relate to land and lots sold that do not fit within our homebuilding programs and strategic plans. We also have other revenue related to title examinations provided for our homebuyers in certain markets. The following tables summarize our land sales and other revenue and related gross profit by reportable segment for the periods presented:

	Land Sales and Other Revenue			Land Sales and Other Gross Profit		
	Three Months Ended December 31,			Three Months Ended December 31,		
in thousands	**2022**	2021	**22 vs 21**	**2022**	2021	**22 vs 21**
West	**$ 493**	$ 1,174	**$ (681)**	**$ 382**	$ 478	**$ (96)**
East	**159**	3,882	**(3,723)**	**123**	3,407	**(3,284)**
Southeast	**192**	2,364	**(2,172)**	**149**	211	**(62)**
Total	**$ 844**	$ 7,420	**$ (6,576)**	**$ 654**	$ 4,096	**$ (3,442)**

Land sales and other revenue decreased by $6.6 million to $0.8 million, and land sales and other gross profit decreased by $3.4 million to $0.7 million for the three months ended December 31, 2022 compared to the prior year quarter due to a decrease in land sales closings. 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:

	Three Months Ended December 31,		
in thousands	**2022**	2021	**22 vs 21**
West	**$ 37,357**	$ 42,724	**$ (5,367)**
East	**9,262**	19,859	**(10,597)**
Southeast	**10,679**	8,200	**2,479**
Corporate and unallocated[a]	**(28,796)**	(29,844)	**1,048**
Operating income	**$ 28,502**	$ 40,939	**$ (12,437)**

[a] Includes amortization of capitalized interest, capitalization and amortization of indirect costs, impairment of capitalized interest and capitalized indirect costs, expenses related to numerous shared services functions that benefit all segments but are not allocated to the operating segments, and certain other amounts that are not allocated to our operating segments.

Our operating income decreased by $12.4 million to $28.5 million for the three months ended December 31, 2022, compared to operating income of $40.9 million for the three months ended December 31, 2021, driven primarily by the previously discussed decrease in gross profit as well as a slight increase of $1.2 million, or 2.2%, in SG&A expense. SG&A as a percentage of total revenue increased by 50 basis points quarter-over-quarter from 11.8% to 12.3% primarily due to decreased closings and revenue as a result of lower beginning backlog as well as higher cancellation rates for the three months ended December 31, 2022 compared to the prior year quarter.

West Segment: The $5.4 million decrease in operating income compared to the prior year quarter was primarily due to lower gross profit previously discussed, higher other G&A expenses, and higher sales and marketing expenses.

East Segment: The $10.6 million decrease in operating income compared to the prior year quarter was primarily due to the lower gross profit previously discussed as well as higher sales and marketing expenses. This decrease to operating income was partially offset by lower commissions expense on lower homebuilding revenue as well as lower other G&A expenses in the segment.

Southeast Segment: The $2.5 million increase in operating income compared to the prior year quarter was primarily due to the higher gross profit previously discussed as well as lower other G&A expenses. This increase to operating income was partially offset by higher commissions expense on higher homebuilding revenue as well as higher sales and marketing expenses in the segment.

Corporate and Unallocated: Our Corporate and unallocated results include amortization of capitalized interest, capitalization and amortization of indirect costs, impairment of capitalized interest and capitalized indirect costs, expenses for various shared services functions that benefit all segments but are not allocated, including information technology, treasury, corporate finance, legal, branding and national marketing, and certain other amounts that are not allocated to our operating segments. For the three months ended December 31, 2022, corporate and unallocated net expenses decreased by $1.0 million from the prior year quarter primarily due to lower amortization of capitalized interest to cost of sales.

Below operating income, we had two noteworthy year-over-year fluctuations for the three months ended December 31, 2022 compared to the prior period as follows: (1) we experienced an increase in other income, net, primarily attributable to a year-over-year increase in external interest received due to higher interest rates on operating cash bank accounts, and (2) we recorded a loss on extinguishment of debt of $0.5 million during the current period due to write-off of debt issuance costs related to the early termination of the Secured Facility, compared to no such loss in the prior year quarter. Refer to Note 6 of the notes to our condensed consolidated financial statements in this Form 10-Q for a further discussion of these items.

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. In addition, our effective tax rate is also impacted by a variety of factors, including, but not limited to, tax credits and permanent differences. As such, our income tax expense/benefit is not always directly correlated to the amount of pre-tax income or loss for the associated periods.

We recognized income tax expense from continuing operations of $4.2 million for the three months ended December 31, 2022, compared to $6.5 million for the three months ended December 31, 2021. Income tax expense for the three months ended December 31, 2022 was primarily driven by income tax expense on earnings from continuing operations and the discrete tax expense related to stock-based compensation activity in the quarter, partially offset by the generation of additional federal tax credits. Income tax expense for the three months ended December 31, 2021 was primarily driven by income tax expense on earnings from continuing operations, partially offset by the generation of additional federal tax credits and the discrete tax benefit related to stock-based compensation activity in the quarter. Refer to Note 10 of the notes to the condensed consolidated financial statements included in this Form 10-Q for further discussion of our income taxes.

Liquidity and Capital Resources

Our sources of liquidity include, but are not limited to, cash from operations, proceeds from Senior Notes, the Unsecured 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.

Net changes in cash, cash equivalents, and restricted cash are as follows for the periods presented:

	Three Months Ended December 31,	
in thousands	**2022**	2021
Cash used in operating activities	**$ (86,780)**	$ (77,817)
Cash used in investing activities	**(3,231)**	(2,811)
Cash used in financing activities	**(5,172)**	(6,618)
Net decrease in cash, cash equivalents, and restricted cash	**$ (95,183)**	$ (87,246)

Operating Activities

Net cash used in operating activities was $86.8 million for the three months ended December 31, 2022. The primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and development spending. Net cash used in operating activities during the period was primarily driven by increase in inventory of $40.5 million resulting from land acquisition, land development and house construction spending, and a net decrease in non-inventory working capital balances of $80.8 million. This was partially offset by cash inflows from income before income taxes of $28.5 million, which included $6.0 million of non-cash charges.

Net cash used in operating activities was $77.8 million for the three months ended December 31, 2021. The primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and development spending. Net cash used in operating activities during the period was primarily driven by an increase in inventory of $79.2 million resulting from land acquisition, land development and house construction spending, and a net increase in non-inventory working capital balances of $44.9 million. This was partially offset by cash inflows from income before income taxes of $41.4 million, which included $4.9 million of non-cash charges.

Investing Activities

Net cash used in investing activities for the three months ended December 31, 2022 and 2021 was $3.2 million and $2.8 million, respectively, primarily driven in both periods by capital expenditures for model homes and information systems infrastructure.

Financing Activities

Net cash used in financing activities for the three months ended December 31, 2022 was $5.2 million primarily driven by debt issuance costs for the Unsecured Facility (see Note 6), and tax payments for stock-based compensation awards vesting.

Net cash used in financing activities for the three months ended December 31, 2021 was $6.6 million primarily driven by tax payments for stock-based compensation awards vesting.

Financial Position

As of December 31, 2022, our liquidity position consisted of $120.7 million in cash and cash equivalents, respectively, and $265.0 million of remaining capacity under the Unsecured Facility.

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. As of the date of this report, we believe we have adequate capital resources and sufficient access to external financing sources to satisfy our current and reasonably anticipated requirements for funds to conduct our operations and meet other needs in the ordinary course of our business.

At times, we may also engage in capital markets, bank loan, project debt or other financial transactions, including the repurchase of debt or potential new issuances of debt or equity securities to support our business needs. The amounts involved in these transactions, if any, may be material. In addition, as necessary or desirable, we may adjust or amend the terms of and/or expand the capacity of the Facility, or enter into additional letter of credit facilities, or other similar facility arrangements, in each case with the same or other financial institutions, or allow any such facilities to mature or expire.

Debt

We generally fulfill our short-term cash requirements with cash generated from our operations and available borrowings. Additionally, our Unsecured Facility provides working capital and letter of credit capacity of $265.0 million. As of December 31, 2022, no borrowings and no letters of credit were outstanding under the Unsecured Facility, resulting in a remaining capacity of $265.0 million.

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 $30.4 million of outstanding letters of credit under these facilities, which are secured by cash collateral that is maintained in restricted accounts totaling $31.5 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. 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 6 of the notes to the condensed consolidated financial statements in this Form 10-Q for additional details related to our borrowings.

Supplemental Guarantor Information

As discussed in Note 6 of the notes to the condensed consolidated financial statements in this Form 10-Q, the Company's obligations to pay principal and interest under certain debt agreements are guaranteed on a joint and several basis by substantially all of the Company's subsidiaries. Some of the immaterial subsidiaries do not guarantee the Senior Notes. The guarantees are full and unconditional. Summarized financial information is not presented for Beazer Homes USA, Inc. and the guarantor subsidiaries on a combined basis as the assets, liabilities and results of operations of the combined issuer and guarantors of the guaranteed security are not materially different than corresponding amounts presented in the condensed consolidated financial statements of the parent company.

Credit Ratings

Our credit ratings are periodically reviewed by rating agencies. In July 2022, S&P reaffirmed the Company's corporate credit rating of B and the Company's positive outlook. In October 2022, Moody's upgraded the ratings for our senior unsecured notes from B3 to B2, reaffirmed the Company's issuer corporate family rating of B2 and returned the Company's 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

In May 2022, the Company's Board of Directors approved a new share repurchase program that authorizes the Company to repurchase up to $50.0 million of its outstanding common stock. This newly authorized program replaced the prior share repurchase program authorized in the first quarter of fiscal 2019 of up to $50.0 million of common stock repurchases, pursuant to which $12.0 million of the capacity remained prior to the replacement of the program. All shares have been retired upon repurchase. No share repurchases were made during the three months ended December 31, 2022 and 2021. As of December 31, 2022, the remaining availability of the new share repurchase program was $41.8 million.

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 the three months ended December 31, 2022 or 2021.

Off-Balance Sheet Arrangements and Aggregate Contractual Commitments

Lot Option Agreements

In addition to purchasing land directly, we control a portion of our land supply through lot option agreements with land developers and land bankers, which generally require the payment of cash or the posting of a letter of credit or surety bond for the right to acquire lots during a specified period of time at a certain price. In recent years, we have focused on increasing our lot option agreement usage to minimize risk as we grow our land position. As of December 31, 2022, we controlled 24,735 lots, which includes 272 lots of land held for future development and 501 lots of land held for sale. Of the 23,962 active lots, we controlled 13,035 of these lots, or 54.4%, through option agreements, as compared to 11,027 lots controlled, or 49.2% of our total active lots, through option agreements as of December 31, 2021. Lot option agreements allow us to position for future growth while providing us with the flexibility to respond to changes in market conditions by renegotiating the terms of the options prior to exercise or terminating the agreement.

Under option agreements, 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, letters of credit or surety bonds, and other non-refundable amounts incurred, which totaled approximately $150.9 million as of December 31, 2022. The total remaining purchase price, net of cash deposits, committed under all options was $820.8 million as of December 31, 2022. Subject to market conditions and our liquidity, we plan to 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 agreements. 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. We expect these sources 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.

Letters of Credit and Surety Bonds

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. We had outstanding letters of credit and surety bonds of $30.4 million and $277.5 million, respectively, as of December 31, 2022, primarily related to our obligations to local governments to construct roads and other improvements in various developments.

Critical Accounting 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. As disclosed in our 2022 Annual Report, our most critical accounting policies relate to inventory valuation of projects in progress, warranty reserves, and income tax valuation allowances. There have been no significant changes to our critical accounting policies and estimates during the three months ended December 31, 2022 as compared to those described in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2022 Annual Report on Form 10-K.

FORWARD-LOOKING STATEMENTS

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

These forward-looking statements involve risks, uncertainties and other factors, many of which are outside of our control, that could cause actual results to differ materially from the results discussed in the forward-looking statements, including, among other things, the matters discussed in this Form 10-Q in the section captioned “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Additional information about factors that could lead to material changes is contained in Part I, Item 1A— Risk Factors of our Annual Report on Form 10-K for the fiscal year ended September 30, 2022. 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 further deterioration in homebuilding industry conditions;
- continued increases in mortgage interest rates and reduced availability of mortgage financing due to, among other factors, recent and likely continued actions by the Federal Reserve to address sharp increases in inflation;
- other economic changes nationally and in local markets, including changes in consumer confidence, wage levels, declines in employment levels, and an increase in the number of foreclosures, each of which is outside our control and affects the affordability of, and demand for, the homes we sell;
- continued supply chain challenges negatively impacting our homebuilding production, including shortages of raw materials and other critical components such as windows, doors, and appliances;
- continued shortages of or increased costs for labor used in housing production, and the level of quality and craftsmanship provided by such labor;
- inaccurate estimates related to homes to be delivered in the future (backlog), as they are subject to various cancellation risks that cannot be fully controlled;
- potential negative impacts of the COVID-19 pandemic, which, in addition to exacerbating each of the risks listed above and below, may include a significant decrease in demand for our homes or consumer confidence generally with respect to purchasing a home, an inability to sell and build homes in a typical manner or at all, increased costs or decreased supply of building materials, including lumber, or the availability of subcontractors, housing inspectors, and other third-parties we rely on to support our operations, and recognizing charges in future periods, which may be material, for goodwill impairments, inventory impairments and/or land option agreement abandonments;
- factors affecting margins, such as adjustments to home pricing, increased sales incentives and mortgage rate buy down programs in order to remain competitive; decreased revenues; 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 cycle times and production and overhead cost structures; not being able to pass on cost increases (including cost increases due to increasing the energy efficiency of our homes) through pricing increases;
- the availability and cost of land and the risks associated with the future value of our inventory, such as asset impairment charges we took on select California assets during the second quarter of fiscal 2019;
- our ability to raise debt and/or equity capital, due to factors such as limitations in the capital markets (including market volatility) or adverse credit market conditions, and our ability to otherwise meet our ongoing liquidity needs (which could cause us to fail to meet the terms of our covenants and other requirements under our various debt instruments and therefore trigger an acceleration of a significant portion or all of our outstanding debt obligations), including the impact of any downgrades of our credit ratings or reduction in our liquidity levels;
- market perceptions regarding any capital raising initiatives we may undertake (including future issuances of equity or debt capital);
- changes in tax laws or otherwise regarding the deductibility of mortgage interest expenses and real estate taxes;
- increased competition or delays in reacting to changing consumer preferences in home design;

- natural disasters or other related events that could result in delays in land development or home construction, increase our costs or decrease demand in the impacted areas;
- the potential recoverability of our deferred tax assets;
- increases in corporate tax rates;
- potential delays or increased costs in obtaining necessary permits as a result of changes to, or complying with, laws, regulations or governmental policies, and possible penalties for failure to comply with such laws, regulations or governmental policies, including those related to the environment;
- the results of litigation or government proceedings and fulfillment of any related obligations;
- the impact of construction defect and home warranty claims;
- the cost and availability of insurance and surety bonds, as well as the sufficiency of these instruments to cover potential losses incurred;
- the impact of information technology failures, cybersecurity issues or data security breaches;
- the impact of governmental regulations on homebuilding in key markets, such as regulations limiting the availability of water and electricity (including availability of electrical equipment such as transformers and meters);
- the success of our ESG initiatives, including our ability to meet our goal that by 2025 every home we build will be Net Zero Energy Ready, as well as the success of any other related partnerships or pilot programs we may enter into in order to increase the energy efficiency of our homes and prepare for a Net Zero future; and
- terrorist acts, protests and civil unrest, political uncertainty, acts of war or other factors over which the Company has no control.

Any forward-looking statement, including any statement expressing confidence regarding future outcomes, 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.

Item 3. 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 December 31, 2022, we had variable rate debt outstanding totaling approximately $72.8 million. A one percent increase in the interest rate for these notes would result in an increase of our interest expense by approximately $1.0 million over the next twelve-month period. The estimated fair value of our fixed-rate debt as of December 31, 2022 was $836.6 million, compared to a carrying amount of $911.5 million. 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 $836.6 million to $870.4 million as of December 31, 2022.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the period covered by this report, an evaluation was performed based on criteria established in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Act). Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of December 31, 2022 at a reasonable assurance level.

Attached as exhibits to this Quarterly Report on Form 10-Q are certifications of our CEO and CFO, which are required by Rule 13a-14 of the Act. This Disclosure Controls and Procedures section includes information concerning management's evaluation of disclosure controls and procedures referred to in those certifications and should be read in conjunction with the certifications of the CEO and CFO.

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 December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 5. Other Information

None.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For a discussion of our legal proceedings, see Note 8 of the notes to our condensed consolidated financial statements in this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to the risk factors we previously disclosed in our Annual Report on Form 10-K for the year ended September 30, 2022.

Item 6. Exhibits

3.1	Certificate of Amendment, dated November 9, 2022, to the Amended and Restated Certificate of Incorporation of Beazer Homes USA, Inc. (incorporated herein by reference to to Exhibit 3.1 of the Company's Form 8-K filed on November 14, 2022)
4.1	Section 382 Rights Agreement, dated as of December 7, 2021, between Beazer Homes USA, Inc. and American Stock Transfer & Trust Company, LLC as Rights Agent (incorporated herein by reference to to Exhibit 4.1 of the Company's Form 8-K filed on November 14, 2022)
10.1	Credit Agreement, dated as of October 13, 2022, among Beazer Homes USA, Inc., the several lenders from time to time parties thereto and JPMorgan Chase Bank, N.A., as an issuing lender and administrative agent (incorporated herein by reference to Exhibit 10.49 to the Company's Form 10-K filed on November 10, 2022)
22	List of Guarantor Subsidiaries (incorporated herein by reference to Exhibit 22 of the Company's Form 10-K filed on November 10, 2021)
31.1	Certification of Chief Executive Officer pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date:	February 2, 2023	Beazer Homes USA, Inc.	
		By:	/s/ David I. Goldberg
		Name:	**David I. Goldberg**
			Senior Vice President and Chief Financial Officer

Exhibit 31.1

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 quarterly report on Form 10-Q 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: February 2, 2023

/s/ Allan P. Merrill

Allan P. Merrill
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION
PURSUANT TO 17 CFR 240.13a-14
PROMULGATED UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David I. Goldberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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: February 2, 2023

/s/ David I. Goldberg
David I. Goldberg
Senior Vice President and Chief Financial Officer

Exhibit 32.1

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-Q of the Company for the period ended December 31, 2022, 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: February 2, 2023

/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.

Exhibit 32.2

**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-Q of the Company for the period ended December 31, 2022, 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: February 2, 2023

/s/ David I. Goldberg
David I. Goldberg
Senior 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.