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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2019
or

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

Commission File Number 001-12822

BEAZER HOMES USA, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	**58-2086934**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1000 Abernathy Road, Suite 260, Atlanta, Georgia	**30328**
(Address of principal executive offices)	**(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 x 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 x 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	x	Non-accelerated filer	o	Smaller reporting company	o	Emerging growth company	o

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 x

Number of shares of common stock outstanding as of July 26, 2019: 30,954,813

BEAZER HOMES USA, INC.
TABLE OF CONTENTS

Table of Contents

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)		**June 30, 2019**		September 30, 2018
ASSETS				
Cash and cash equivalents	**$**	**68,491**	$	139,805
Restricted cash		**16,293**		13,443
Accounts receivable (net of allowance of $358 and $378, respectively)		**20,287**		24,647
Owned inventory		**1,702,724**		1,692,284
Investments in unconsolidated entities		**3,941**		4,035
Deferred tax assets, net		**258,713**		213,955
Property and equipment, net		**28,276**		20,843
Goodwill		**11,376**		9,751
Other assets		**10,178**		9,339
Total assets	**$**	**2,120,279**	$	2,128,102
LIABILITIES AND STOCKHOLDERS' EQUITY				
Trade accounts payable	**$**	**152,441**	$	126,432
Other liabilities		**117,635**		126,389
Total debt (net of premium of $2,061 and $2,640, respectively, and debt issuance costs of $12,027 and $14,336, respectively)		**1,316,367**		1,231,254
Total liabilities		**1,586,443**		1,484,075
Stockholders' equity:				
Preferred stock (par value $0.01 per share, 5,000,000 shares authorized, no shares issued)		**—**		—
Common stock (par value $0.001 per share, 63,000,000 shares authorized, 31,047,607 issued and outstanding and 33,522,046 issued and outstanding, respectively)		**31**		34
Paid-in capital		**851,786**		880,025
Accumulated deficit		**(317,981)**		(236,032)
Total stockholders' equity		**533,836**		644,027
Total liabilities and stockholders' equity	**$**	**2,120,279**	$	2,128,102

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 June 30, 2019	Three Months Ended June 30, 2018	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Total revenue	**$ 482,738**	$ 511,521	**$ 1,306,038**	$ 1,339,188
Home construction and land sales expenses	**410,974**	428,109	**1,107,681**	1,119,870
Inventory impairments and abandonments	**—**	168	**148,618**	168
Gross profit	**71,764**	83,244	**49,739**	219,150
Commissions	**18,230**	19,535	**49,965**	51,225
General and administrative expenses	**40,749**	42,473	**116,763**	120,610
Depreciation and amortization	**3,242**	3,656	**8,912**	9,229
Operating income (loss)	**9,543**	17,580	**(125,901)**	38,086
Equity in income of unconsolidated entities	**299**	147	**316**	302
Gain (loss) on extinguishment of debt	**358**	—	**574**	(25,904)
Other expense, net	**(755)**	(30)	**(1,134)**	(4,628)
Income (loss) from continuing operations before income taxes	**9,445**	17,697	**(126,145)**	7,856
(Benefit) expense from income taxes	**(2,180)**	4,268	**(44,260)**	113,386
Income (loss) from continuing operations	**11,625**	13,429	**(81,885)**	(105,530)
Loss from discontinued operations, net of tax	**(23)**	(20)	**(64)**	(450)
Net income (loss)	**$ 11,602**	$ 13,409	**$ (81,949)**	$ (105,980)
Weighted average number of shares:				
Basic	**30,250**	32,147	**30,926**	32,113
Diluted	**30,489**	32,726	**30,926**	32,113
Basic income (loss) per share:				
Continuing operations	**$ 0.38**	$ 0.42	**$ (2.65)**	$ (3.29)
Discontinued operations	**—**	—	**—**	(0.01)
Total	**$ 0.38**	$ 0.42	**$ (2.65)**	$ (3.30)
Diluted income (loss) per share:				
Continuing operations	**$ 0.38**	$ 0.41	**$ (2.65)**	$ (3.29)
Discontinued operations	**—**	—	**—**	(0.01)
Total	**$ 0.38**	$ 0.41	**$ (2.65)**	$ (3.30)

See accompanying notes to condensed consolidated financial statements.

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

	Nine Months Ended June 30, 2019				
	Common Stock				
in thousands	Shares	Amount	Paid-in Capital	Accumulated Deficit	Total
Balance as of September 30, 2018	33,522	$ 34	$ 880,025	$ (236,032)	$ 644,027
Net loss and comprehensive loss	—	—	—	(81,949)	(81,949)
Amortization of nonvested stock awards	—	—	7,993	—	7,993
Exercises of stock options	27	—	278	—	278
Shares issued under employee stock plans, net	914	—	—	—	—
Forfeiture of restricted stock	(36)	—	—	—	—
Common stock redeemed for tax liability	(179)	—	(1,889)		(1,889)
Share repurchases	(3,200)	(3)	(34,621)	—	(34,624)
Balance as of June 30, 2019	31,048	$ 31	$ 851,786	$ (317,981)	$ 533,836

	Three Months Ended June 30, 2019				
	Common Stock				
in thousands	Shares	Amount	Paid-in Capital	Accumulated Deficit	Total
Balance as of March 31, 2019	32,044	$ 32	$ 858,709	$ (329,583)	$ 529,158
Net income and comprehensive income	—	—	—	11,602	11,602
Amortization of nonvested stock awards	—	—	3,699	—	3,699
Shares issued under employee stock plans, net	4	—	—	—	—
Forfeiture of restricted stock	(6)	—	—	—	—
Common stock redeemed for tax liability	—	—	(3)	—	(3)
Share repurchases	(994)	(1)	(10,619)	—	(10,620)
Balance as of June 30, 2019	31,048	$ 31	$ 851,786	$ (317,981)	$ 533,836

See accompanying notes to condensed consolidated financial statements.

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

	Nine Months Ended June 30, 2018				
	Common Stock				
in thousands	Shares	Amount	Paid-in Capital	Accumulated Deficit	Total
Balance as of September 30, 2017	33,516	$ 34	$ 873,063	$ (190,657)	$ 682,440
Net loss and comprehensive loss	—	—	—	(105,980)	(105,980)
Amortization of nonvested stock awards	—	—	7,692	—	7,692
Exercises of stock options	8	—	62	—	62
Shares issued under employee stock plans, net	443	—	—	—	—
Forfeiture of restricted stock	(210)	—	—	—	—
Common stock redeemed for tax liability	(79)	—	(1,565)	—	(1,565)
Other activity	—	—	18	—	18
Balance as of June 30, 2018	33,678	$ 34	$ 879,270	$ (296,637)	$ 582,667

	Three Months Ended June 30, 2018				
	Common Stock				
in thousands	Shares	Amount	Paid-in Capital	Accumulated Deficit	Total
Balance as of March 31, 2018	33,628	$ 34	$ 876,978	$ (310,046)	$ 566,966
Net income and comprehensive income	—	—	—	13,409	13,409
Amortization of nonvested stock awards	—	—	2,484	—	2,484
Exercises of stock options	6	—	49	—	49
Shares issued under employee stock plans, net	66	—	—	—	—
Forfeiture of restricted stock	(6)	—	—	—	—
Common stock redeemed for tax liability	(16)	—	(241)	—	(241)
Balance as of June 30, 2018	33,678	$ 34	$ 879,270	$ (296,637)	$ 582,667

See accompanying notes to condensed consolidated financial statements.

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

in thousands	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Cash flows from operating activities:		
Net loss	$ **(81,949)**	$ (105,980)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	**8,912**	9,229
Stock-based compensation expense	**7,993**	7,692
Inventory impairments and abandonments	**148,618**	618
Deferred and other income tax (benefit) expense	**(44,758)**	112,752
Gain on sale of fixed assets	**(142)**	(207)
Change in allowance for doubtful accounts	**(20)**	62
Equity in income of unconsolidated entities	**(315)**	(329)
Cash distributions of income from unconsolidated entities	**409**	331
Non-cash (gain) loss on extinguishment of debt	**(574)**	3,173
Changes in operating assets and liabilities:		
Decrease in accounts receivable	**4,380**	8,256
(Increase) in income tax receivable	**—**	(31)
(Increase) in inventory	**(156,472)**	(222,304)
(Increase) in other assets	**(776)**	(3,469)
Increase in trade accounts payable	**26,009**	39,651
(Decrease) increase in other liabilities	**(5,520)**	17,080
Net cash used in operating activities	**(94,205)**	(133,476)
Cash flows from investing activities:		
Capital expenditures	**(16,365)**	(13,894)
Proceeds from sale of fixed assets	**162**	226
Acquisition, net of cash acquired	**(4,088)**	—
Investments in unconsolidated entities	**—**	(421)
Return of capital from unconsolidated entities	**—**	176
Net cash used in investing activities	**(20,291)**	(13,913)
Cash flows from financing activities:		
Repayment of debt	**(22,333)**	(401,509)
Proceeds from issuance of new debt	**—**	400,000
Repayment of borrowings from credit facility	**(235,000)**	(75,000)
Borrowings from credit facility	**340,000**	75,000
Debt issuance costs	**(400)**	(5,743)
Repurchase of common stock	**(34,624)**	—
Tax payments for stock-based compensation awards	**(1,889)**	(1,565)
Stock option exercises	**278**	62
Net cash provided by (used in) financing activities	**46,032**	(8,755)
Decrease in cash, cash equivalents, and restricted cash	**(68,464)**	(156,144)
Cash, cash equivalents, and restricted cash at beginning of period	**153,248**	304,609
Cash, cash equivalents, and restricted cash at end of period	$ **84,784**	$ 148,465

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 exceptional value and quality, while seeking to maximize our return on invested capital over the course of a housing cycle.

For an additional description of our business, refer to Item 1 within our Annual Report on Form 10-K for the fiscal year ended September 30, 2018 (2018 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 Annual Report on Form 10-K for the fiscal year ended September 30, 2018. 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 and nine months ended June 30, 2019 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 (loss) is equivalent to our comprehensive income (loss), so we have not presented a separate statement of comprehensive income (loss).

In the past, we have discontinued homebuilding operations in various markets. Results from certain of these exited markets are reported as discontinued operations in the accompanying unaudited condensed consolidated statements of operations for all periods presented (see Note 16 for a further discussion of our discontinued operations).

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

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.

Business Combinations

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

Share Repurchase Program

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

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

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

In addition to shares repurchased under ASR agreements, the Company repurchased 0.1 million shares of common stock through open market transactions for $0.6 million at an average price per share of $9.54 during the three months ended June 30, 2019, bringing total share repurchases through open market transactions and 10b5-1 plans during fiscal 2019 to 0.7 million shares for $8.1 million at an average price per share of $11.35.

All shares have been retired upon repurchase during fiscal 2019. The aggregate reduction to stockholders’ equity related to share repurchases during the three and nine months ending June 30, 2019 was $10.6 million and $34.6 million, respectively. As of June 30, 2019, the remaining availability of the share repurchase program was $15.4 million. The Company made no share repurchases in the prior year.

Inventory Valuation

Inventory assets are assessed for recoverability no less than quarterly in accordance with the policies described in Notes 2 and 5 to the audited consolidated financial statements within our 2018 Annual Report. Homebuilding inventories that are accounted for as held for development (projects in progress) include land and home construction assets grouped together as communities. Homebuilding inventories held for development are stated at cost (including direct construction costs, capitalized indirect costs, capitalized interest, and real estate taxes) unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. For communities that have been idled (land held for future development), all applicable interest and real estate taxes are expensed as incurred, and the inventory is stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. We record land held for sale at the lower of the carrying value or fair value less costs to sell.

Revenue Recognition

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

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

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	**2019**	2018	**2019**	2018
Homebuilding revenue	**$ 482,316**	$ 506,964	**$ 1,304,243**	$ 1,315,833
Land sales and other revenue	**422**	4,557	**1,795**	23,355
Total revenue [(a)]	**$ 482,738**	$ 511,521	**$ 1,306,038**	$ 1,339,188

[(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 are transferred to the buyer at the closing date. The performance obligation to deliver the home is generally satisfied in less than one year from the original contract date. Home sale contract assets consist of cash from home closings held in escrow for our benefit, typically for less than five days, and are considered deposits in-transit and classified as cash. Contract liabilities include customer deposits related to sold but undelivered homes and totaled $19.7 million and $14.9 million as of June 30, 2019 and September 30, 2018, respectively. Of the customer liabilities outstanding as of September 30, 2018, $1.0 million and $13.4 million were recognized in revenue during the three and nine months ended June 30, 2019, respectively, 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. In some periods, we also have other revenue related to broker fees as well as fees received for general contractor services that we perform on behalf of third parties. Revenue for broker and general contractor services are typically immaterial and are generally recognized as performance obligations are satisfied.

Recent Accounting Pronouncements

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

Leases. In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, *Leases* (ASU 2016-02). ASU 2016-02 requires lessees to record most leases on their balance sheets. The timing and classification of lease-related expenses for lessees will depend on whether a lease is determined to be an operating lease or a finance lease using updated criteria within ASU 2016-02. Operating leases will result in straight-line expense (similar to current operating leases), while finance leases will result in a front-loaded expense pattern (similar to current capital leases). Regardless of lease type, the lessee will recognize a right-of-use asset, representing the right to use the identified asset during the lease term, and a related lease liability, representing the present value of the lease payments over the lease term. Lessor accounting will be largely similar to that under the current lease accounting rules. ASU 2016-02 also requires significantly enhanced disclosures around an entity's leases and the related accounting. The guidance within ASU 2016-02 will be effective for the Company's fiscal year beginning October 1, 2019, with early adoption permitted. In July 2018, the FASB issued ASU 2018-11, *Leases - Targeted Improvements* (ASU 2018-11), which provides an optional transition method to apply the requirements of the new lease standard through a cumulative-effect adjustment in the period of adoption. The Company expects to adopt the standard on October 1, 2019 using the optional transition method. We continue to evaluate the impact of ASU 2016-02 on our consolidated financial statements. However, a large majority of our leases are for office space, which we have determined will be treated as operating leases under ASU 2016-02. As such, we anticipate recording a right-of-use asset and related lease liability for these leases. We do not anticipate any significant change to our statements of operations or cash flows as a result of adopting ASU 2016-02.

Intangibles - Goodwill and Other. In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* (ASU 2017-04). ASU 2017-04 eliminates Step 2 from the goodwill impairment test. This change will allow an entity to avoid calculating the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination, thus reducing the cost and complexity of evaluating goodwill for impairment. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted, and applied prospectively. We do not believe the adoption of ASU 2017-04 will have a material impact on our consolidated financial statements and disclosures.

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

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

(3) Supplemental Cash Flow Information

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

	Nine Months Ended June 30,	
in thousands	**2019**	2018
Supplemental disclosure of cash activity:		
Interest payments	**$ 64,648**	$ 60,025
Income tax payments	**568**	495
Tax refunds received	**12**	39
Reconciliation of cash, cash equivalents, and restricted cash:		
Cash and cash equivalents	**$ 68,491**	$ 136,298
Restricted cash	**16,293**	12,167
Total cash, cash equivalents, and restricted cash shown in the statement of cash flows	**$ 84,784**	$ 148,465

(4) Investments in Unconsolidated Entities

Unconsolidated Entities

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

in thousands	**June 30, 2019**	September 30, 2018
Investment in unconsolidated entities	**$ 3,941**	$ 4,035
Total equity of unconsolidated entities	**3,553**	10,113
Total outstanding borrowings of unconsolidated entities	**13,229**	12,266

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	**2019**	2018	**2019**	2018
Equity in income of unconsolidated entities	**$ 299**	$ 147	**$ 316**	$ 302

For the three and nine months ended June 30, 2019 and 2018, there were no impairments related to investments in unconsolidated entities.

Guarantees

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

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

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

(5) Inventory

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

in thousands	**June 30, 2019**	September 30, 2018
Homes under construction	**$ 679,181**	$ 476,752
Development projects in progress	**753,048**	907,793
Land held for future development	**28,531**	83,173
Land held for sale	**13,352**	7,781
Capitalized interest	**148,825**	144,645
Model homes	**79,787**	72,140
Total owned inventory	**$ 1,702,724**	$ 1,692,284

Homes under construction include homes substantially finished and ready for delivery and homes in various stages of construction, including the cost of the underlying lot. We had 185 (with a cost of $62.6 million) and 240 (with a cost of $84.8 million) substantially completed homes that were not subject to a sales contract (spec homes) as of June 30, 2019 and September 30, 2018, respectively.

Development projects in progress consist principally of land and land improvement costs. Certain of the fully developed lots in this category are reserved by a customer deposit or sales contract. Land held for future development consists of communities for which construction and development activities are expected to occur in the future or have been idled and are stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. All applicable interest and real estate taxes on land held for future development are expensed as incurred. Land held for sale includes land and lots that do not fit within our homebuilding programs and strategic plans in certain markets and land is classified as held for sale once certain criteria are met. These assets are recorded at the lower of the carrying value or fair value less costs to sell.

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

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

in thousands	Projects in Progress [a]	Land Held for Future Development	Land Held for Sale	Total Owned Inventory
June 30, 2019				
West Segment	**$ 773,121**	**$ 3,483**	**$ 5,750**	**$ 782,354**
East Segment	**297,575**	**14,077**	**4,511**	**316,163**
Southeast Segment	**379,361**	**10,971**	**3,091**	**393,423**
Corporate and unallocated [b]	**210,784**	**—**	**—**	**210,784**
Total	**$ 1,660,841**	**$ 28,531**	**$ 13,352**	**$ 1,702,724**
September 30, 2018				
West Segment	$ 763,453	$ 58,125	$ —	$ 821,578
East Segment	280,761	14,077	4,580	299,418
Southeast Segment	358,126	10,971	3,177	372,274
Corporate and unallocated [b]	198,990	—	24	199,014
Total	$ 1,601,330	$ 83,173	$ 7,781	$ 1,692,284

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

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

Inventory Impairments

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

For the quarter ended June 30, 2019, there were five communities on our quarterly watch list; three in the West segment, one in the East, and one in the Southeast segment. However, none of these communities required further analysis to be performed after considering certain quantitative and qualitative factors.

For the quarter ended June 30, 2018, there were four communities on our quarterly watch list; two in the West segment and two in the Southeast segment. However, none of these communities required further analysis to be performed after considering certain quantitative and qualitative factors.

The table below presents, by reportable segment, details of the impairment charges taken on projects in progress for the nine months ended June 30, 2019. No impairments on projects in progress were recognized during the three months ended June 30, 2019 or the three and nine months ended June 30, 2018.

$ in thousands	Results of Impairment Analyses			
	Nine Months Ended			
Segment	**# of Communities Impaired**	**# of Lots Impaired**	**Impairment Charge**	**Estimated Fair Value of Impaired Inventory at time of Impairment**
June 30, 2019				
West	9	839	$ 92,912	$ 69,449
Southeast	1	15	858	1,367
Corporate and unallocated [(a)]	—	—	16,260	14,166
Total	10	854	$ 110,030	$ 84,982

[(a)] Amount represents the capitalized interest and indirects balances that were impaired. Capitalized interest and indirects are maintained within our Corporate and unallocated segment.

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

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

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

in thousands	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Projects in Progress:				
West	**$ —**	$ —	**$ 92,912**	$ —
Southeast	**—**	—	**858**	—
Corporate and unallocated [a]	**—**	—	**16,260**	—
Total impairment charges on projects in progress	**$ —**	$ —	**$ 110,030**	$ —
Land Held for Sale:				
West [b]	**$ —**	$ —	**$ 37,963**	$ —
East	**—**	168	**—**	168
Corporate and unallocated [a]	**—**	—	**625**	—
Total impairment charges on land held for sale	**$ —**	$ 168	**$ 38,588**	$ 168
Discontinued Operations:				
Land Held for Sale	**$ —**	$ —	**$ —**	$ 450
Total impairment and abandonment charges	**$ —**	$ 168	**$ 148,618**	$ 618

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

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

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

The table below presents the ranges or values of significant quantitative unobservable inputs we used in determining the fair value of the communities impaired during the nine months ended June 30, 2019. No impairments were recognized during the three months ended June 30, 2019.

$ in thousands **Unobservable Inputs**	Nine Months Ended June 30, 2019
Average selling price	$350 to $615
Closings per community per month	1 - 4
Discount rate	14.7% - 16.8%

Lot Option Agreements and Variable Interest Entities (VIE)

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

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

in thousands		Deposits & Non-refundable Pre-acquisition Costs Incurred		Remaining Obligation
As of June 30, 2019				
Unconsolidated lot option agreements	**$**	**75,740**	**$**	**389,772**
As of September 30, 2018				
Unconsolidated lot option agreements	$	72,191	$	383,150

(6) Interest

Interest capitalized during the three and nine months ended June 30, 2019 and 2018 was limited by the balance of inventory eligible for capitalization. The following table presents certain information regarding interest for the periods presented:

	Three Months Ended June 30,				Nine Months Ended June 30,			
in thousands		**2019**		2018		**2019**		2018
Capitalized interest in inventory, beginning of period	**$**	**144,756**	$	149,034	**$**	**144,645**	$	139,203
Interest incurred		**26,782**		25,803		**77,506**		76,850
Capitalized interest impaired		**—**		—		**(13,907)**		—
Interest expense not qualified for capitalization and included as other expense [(a)]		**(961)**		(205)		**(1,800)**		(5,290)
Capitalized interest amortized to home construction and land sales expenses [(b)]		**(21,752)**		(22,450)		**(57,619)**		(58,581)
Capitalized interest in inventory, end of period	**$**	**148,825**	$	152,182	**$**	**148,825**	$	152,182

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

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

(7) Borrowings

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

in thousands	Maturity Date	June 30, 2019	September 30, 2018
8 3/4% Senior Notes	March 2022	**$ 500,000**	$ 500,000
7 1/4% Senior Notes	February 2023	**23,603**	24,834
6 3/4% Senior Notes	March 2025	**229,555**	250,000
5 7/8% Senior Notes	October 2027	**400,000**	400,000
Unamortized debt premium, net		**2,061**	2,640
Unamortized debt issuance costs		**(12,027)**	(14,336)
Total Senior Notes, net		**1,143,192**	1,163,138
Junior Subordinated Notes (net of unamortized accretion of $35,220 and $36,770, respectively)	July 2036	**65,553**	64,003
Revolving Credit Facility	February 2021	**105,000**	—
Other Secured Notes payable	Various Dates	**2,622**	4,113
Total debt, net		**$ 1,316,367**	$ 1,231,254

Secured Revolving Credit Facility

The Secured Revolving Credit Facility (the Facility) provides working capital and letter of credit capacity. In October 2018, the Company executed a Fifth Amendment to the Facility, extending the termination date of the Facility from February 15, 2020 to February 15, 2021 and increasing the maximum aggregate amount of commitments under the Facility, including borrowings and letters of credit, from $200.0 million to $210.0 million. The aggregate collateral ratio (as defined by the underlying Credit Agreement) remained at 4.00 to 1.00 and the after-acquired exclusionary condition (also as defined by the underlying Credit Agreement) remained at $840.0 million. The Facility continues to be with three lenders. For additional discussion of the Facility, refer to Note 8 to the consolidated financial statements within our 2018 Annual Report.

As of June 30, 2019, $105.0 million of borrowings and no letters of credit were outstanding under the Facility, resulting in a remaining capacity of $105.0 million. As of September 30, 2018, no borrowings and no letters of credit were outstanding under the Facility, resulting in a remaining capacity of $200.0 million. The Facility requires compliance with certain covenants, including negative covenants and financial maintenance covenants. As of June 30, 2019, the Company 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 Facility). As of June 30, 2019 and September 30, 2018, the Company had letters of credit outstanding under these additional facilities of $14.5 million and $10.4 million, respectively, all of which were secured by cash collateral in restricted accounts. The Company may enter into additional arrangements to provide additional letter of credit capacity.

In May 2018, the Company entered into a reimbursement agreement, which provides for the issuance of performance letters of credit, and an unsecured credit agreement that provides for the issuance of up to $50.0 million of standby letters of credit to backstop the Company's obligations under the reimbursement agreement (collectively, the "Bilateral Facility"). The Bilateral Facility will terminate on June 10, 2021. As of June 30, 2019, the total stated amount of performance letters of credit issued under the reimbursement agreement was $34.7 million (and the stated amount of the backstop standby letter of credit issued under the credit agreement was $40.0 million). The Company may enter into additional arrangements to provide greater letter of credit capacity.

Senior Notes

The Company's Senior Notes are unsecured obligations ranking pari passu with all other existing and future senior indebtedness. Substantially all of the Company's significant subsidiaries are full and unconditional guarantors of the Senior Notes and are jointly and severally liable for obligations under the Senior Notes and the Facility. Each guarantor subsidiary is a 100% owned subsidiary of Beazer Homes. See Note 15 for further information.

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

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

During the three months ended June 30, 2019, the Company redeemed $16.6 million of the 6.75% unsecured Senior Notes due March 2025 using cash on hand, resulting in a gain on extinguishment of debt of $0.4 million, which was net of a $0.2 million non-cash write-off of debt issuance costs.

During the nine months ended June 30, 2019, the Company redeemed $1.2 million and $20.4 million of the 7.25% unsecured Senior Notes due February 2023 and 6.75% unsecured Senior Notes due March 2025, respectively, using cash on hand, resulting in a gain on extinguishment of debt of $0.6 million, which was net of a $0.3 million non-cash write-off of debt issuance costs.

For 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
8 3/4% Senior Notes	September 2016	March 2022	Callable at any time prior to March 15, 2019, in whole or in part, at a redemption price equal to 100.000% of the principal amount, plus a customary make-whole premium; on or after March 15, 2019, callable at a redemption price equal to 104.375% of the principal amount; on or after March 15, 2020, callable at a redemption price equal to 102.188% of the principal amount; on or after March 15, 2021, callable at a redemption price equal to 100.000% of the principal amount plus, in each case, accrued and unpaid interest
7 1/4% Senior Notes	February 2013	February 2023	Callable at any time on or after February 1, 2018, callable at a redemption price equal to 103.625% of the principal amount; on or after February 1, 2019, callable at a redemption price equal to 102.417% of the principal amount; on or after February 1, 2020, callable at a redemption price equal to 101.208% of the principal amount; on or after February 1, 2021, callable at 100.000% of the principal amount plus, in each case, accrued and unpaid interest
6 3/4% Senior Notes	March 2017	March 2025	Callable at any time prior to March 15, 2020, in whole or in part, at a redemption price equal to 100.000% 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 7/8% Senior Notes	October 2017	October 2027	Callable at any time prior to October 15, 2022, in whole or in part, at a redemption price equal to 100.000% 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

Junior Subordinated Notes

The Company's unsecured junior subordinated notes (Junior Subordinated Notes) mature on July 30, 2036. The Junior Subordinated Notes are redeemable at par and paid interest at a fixed rate of 7.987% for the first ten years ending July 30, 2016. The securities now have a floating interest rate as defined in the Junior Subordinated Notes Indenture, which was a weighted-average of 5.03% as of June 30, 2019 (because the rate on the portion of the Junior Subordinated Notes that was modified, as discussed below, is subject to a floor). The obligations relating to these notes are subordinated to the Facility and the Senior Notes. In January 2010, the Company modified the terms of $75.0 million of these notes and recorded them at their then estimated fair value. Over the remaining life of the Junior Subordinated Notes, we will increase their carrying value until this carrying value equals the face value of the notes. As of June 30, 2019, the unamortized accretion was $35.2 million and will be amortized over the remaining life of the notes. As of June 30, 2019, the Company was in compliance with all covenants under the Junior Subordinated Notes.

Other Secured Notes Payable

The Company periodically acquires land through the issuance of notes payable. As of June 30, 2019 and September 30, 2018, the Company had outstanding notes payable of $2.6 million and $4.1 million, respectively, primarily related to land acquisitions. These secured notes payable have varying expiration dates in 2019, a weighted-average fixed interest rate of 1.88% as of June 30, 2019, and are secured by the real estate to which they relate.

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

(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. In addition, we maintain insurance coverage related to our construction efforts that can result in recoveries of warranty and construction defect costs above certain specified limits.

Warranty reserves are included in other liabilities within the 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. Such analysis considers market-specific factors such as warranty experience, the number of home closings, the prices of homes, product mix, and other data in estimating warranty reserves. In addition, the analysis also contemplates the existence of any non-recurring or community-specific warranty-related matters that might not be included in historical data and trends. While estimated warranty liabilities are adjusted each reporting period based on the results of our quarterly analyses, we may not accurately predict actual warranty costs, which could lead to significant changes in the reserve.

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	**2019**	2018	**2019**	2018
Balance at beginning of period	**$ 12,585**	$ 14,583	**$ 15,331**	$ 18,091
Accruals for warranties issued [(a)]	**2,650**	3,254	**7,504**	10,758
Changes in liability related to warranties existing in prior periods	**157**	711	**(1,811)**	(2,574)
Payments made	**(3,155)**	(3,258)	**(8,787)**	(10,985)
Balance at end of period	**$ 12,237**	$ 15,290	**$ 12,237**	$ 15,290

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

Strougo v. Beazer Homes USA, Inc., et al. During the quarter ended March 31, 2019, we recognized inventory impairment charges related to 15 communities in California, all of which were previously land held for future development assets. Related to these inventory impairment charges, on June 5, 2019, an alleged stockholder filed a putative class action lawsuit against Beazer Homes USA, Inc., and certain of our current officers in the U.S. District Court for the Southern District of New York. The proposed class consists of all persons and entities that acquired our securities between August 1, 2014 and May 2, 2019. The complaint alleges violations of the federal securities laws, including, among other things, that we made materially false and/or misleading statements and failed to disclose material adverse facts about our business, operations, and prospects during the proposed Class Period. The plaintiff seeks compensatory damages and attorneys’ fees and costs but does not specify the amount. We believe the allegations are without merit and intend to vigorously defend against the claims. However, the outcome of this legal proceeding cannot be predicted with certainty.

Gusinsky Revocable Trust v. Beazer Homes USA, Inc., et al. On June 25, 2019 an alleged stockholder filed a putative class action lawsuit against Beazer Homes USA, Inc., and certain of our current officers and our Board of Directors in the U.S. District Court for the Northern District of Georgia also relating to the above referenced inventory impairment charges. The proposed class consists of all persons and entities that acquired our securities between August 1, 2014 and June 25, 2019. The complaint alleges violations of the federal securities laws, including, among other things, that we made materially false and/or misleading statements and failed to disclose material adverse facts about our business, operations, and prospects during the proposed Class Period, as well as a breach of fiduciary duties by our Board of Directors. The plaintiff seeks compensatory damages and attorneys’ fees and costs but does not specify the amount. We believe the allegations are without merit and intend to vigorously defend against the claims. However, the outcome of this legal proceeding cannot be predicted with certainty.

Based on the limited nature of the plaintiffs' allegations, the early stage of the proceedings, the lack of discovery and because significant legal issues have yet to be raised and decided by the courts, we have determined that, at present, the amount of any possible loss or range of possible loss in connection with either of the above lawsuits is not reasonably estimable.

Other Matters

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

We have an accrual of $3.2 million and $3.7 million in other liabilities on our condensed consolidated balance sheets related to litigation and other matters, excluding warranty, as of June 30, 2019 and September 30, 2018, respectively.

We had outstanding letters of credit and performance bonds of approximately $49.2 million and $286.5 million, respectively, as of June 30, 2019, 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 recurring basis. The fair value of our deferred compensation plan assets is based on market-corroborated inputs (Level 2).

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

During the three months ended June 30, 2019, we recognized no impairments on projects in progress or land held for sale compared to no impairments on projects in progress and $0.2 million of impairments on land held for sale during the three months ended June 30, 2018.

During the nine months ended June 30, 2019, we recognized impairments of $110.0 million on projects in progress and $38.6 million on land held for sale compared to no impairment on projects in progress and $0.6 million of impairments on land held for sale during the nine months ended June 30, 2018. See Note 5 for additional information regarding inventory impairments during the periods presented.

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 June 30, 2019				
Deferred compensation plan assets [(a)]	**$ —**	**$ 1,877**	**$ —**	**$ 1,877**
Development projects in progress [(b)]	**—**	**—**	**84,982**	**84,982**
Land held for sale [(b)]	**—**	**—**	**5,207**	**5,207**
As of September 30, 2018				
Deferred compensation plan assets [(a)]	$ —	$ 1,578	$ —	$ 1,578
Development projects in progress [(b)]	—	—	1,312	1,312
Land held for sale [(b)]	—	—	1,724	1,724
Unconsolidated entity investments [(b)]	—	—	80	80

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

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

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

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

	As of June 30, 2019		As of September 30, 2018	
in thousands	**Carrying Amount [(a)]**	**Fair Value**	Carrying Amount [(a)]	Fair Value
Senior Notes [(b)]	**$ 1,143,192**	**$ 1,113,286**	$ 1,163,138	$ 1,096,214
Junior Subordinated Notes	**65,553**	**65,553**	64,003	64,003
Total	**$ 1,208,745**	**$ 1,178,839**	$ 1,227,141	$ 1,160,217

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

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

(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. The total income tax provision, including discontinued operations, was a tax benefit of $2.2 million and $44.3 million for the three and nine months ended June 30, 2019, respectively, compared to an income tax expense of $4.3 million and $113.2 million for the three and nine months ended June 30, 2018, respectively. The current fiscal year income tax benefit was substantially driven by (1) the loss from continuing operations primarily due to $148.6 million of impairments recognized during fiscal 2019 on our land inventory assets, of which $147.6 million was recorded in the second quarter and (2) the completion of work necessary to claim an additional $9.8 million in tax credits related to prior fiscal years, partially offset by discrete impacts related to stock-based compensation. The tax expense for the nine months ended June 30, 2018 was primarily driven by income from continuing operations, the remeasurement of the Company's deferred tax assets as a result of the enactment of the Tax Cuts and Jobs Act, and several discrete tax items, including stock-based compensation. These items were partially offset by the completion of work necessary to claim an additional $2.8 million in tax credits related to prior fiscal years.

Deferred Tax Assets and Liabilities

As of June 30, 2019, the net deferred tax asset is comprised of various tax attributes that include $9.6 million of minimum tax credit carryforwards. Beginning with the fiscal 2019 tax return, the Company will be able to make cash refund claims for significant portions of these credits due to the elimination of the alternative minimum tax in the Tax Cuts and Jobs Act.

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 June 30, 2019, management concluded that it is more likely than not that a substantial portion of our deferred tax assets will be realized. As part of our analysis, we considered both positive and negative factors, including impairments in the current fiscal year, 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. 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, 2018, 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 2018 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 and nine months ended June 30, 2019 and June 30, 2018, respectively.

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	**2019**	2018	**2019**	2018
Stock-based compensation expense	**$ 3,699**	$ 2,484	**$ 7,993**	$ 7,692

Stock Options

Following is a summary of stock option activity for the nine months ended June 30, 2019:

	Nine Months Ended June 30, 2019	
	Shares	**Weighted Average Exercise Price**
Outstanding at beginning of period	533,052	$ 14.26
Granted	30,782	10.23
Exercised	(26,650)	10.44
Cancelled	(7,944)	10.63
Outstanding at end of period	529,240	$ 14.27
Exercisable at end of period	475,887	$ 14.35
Vested or expected to vest in the future	526,383	$ 14.30

As of June 30, 2019 and September 30, 2018, total unrecognized compensation cost related to unvested stock options was $0.2 million and $0.2 million, respectively. The remaining cost as of June 30, 2019 is expected to be recognized over a weighted-average period of 1.3 years.

Restricted Stock Awards

During the nine months ended June 30, 2019, the Company issued time-based restricted stock awards that vest ratably over three years on each anniversary from the grant date and performance-based restricted stock awards with a payout subject to the achievement of performance and market conditions over a three-year period.

Following is a summary of restricted stock activity for the nine months ended June 30, 2019:

	Nine Months Ended June 30,		
	Performance-Based Restricted Shares	**Time-Based Restricted Shares**	**Total Restricted Shares**
Beginning of period	644,785	431,783	1,076,568
Granted [(a)]	467,819	446,089	913,908
Vested [(a)]	(309,843)	(205,795)	(515,638)
Forfeited	(7,020)	(29,498)	(36,518)
End of period	795,741	642,579	1,438,320

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

As of June 30, 2019 and September 30, 2018, total unrecognized compensation cost related to unvested restricted stock awards was $11.3 million and $8.8 million, respectively. The remaining cost as of June 30, 2019 is expected to be recognized over a weighted average period of 1.8 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 (loss) per share for the periods presented:

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands, except per share data	**2019**	2018	**2019**	2018
Numerator:				
Income (loss) from continuing operations	**$ 11,625**	$ 13,429	**$ (81,885)**	$ (105,530)
Loss from discontinued operations, net of tax	**(23)**	(20)	**(64)**	(450)
Net income (loss)	**$ 11,602**	$ 13,409	**$ (81,949)**	$ (105,980)
Denominator:				
Basic weighted-average shares	**30,250**	32,147	**30,926**	32,113
Dilutive effect of restricted stock awards	**225**	500	**—**	—
Dilutive effect of stock options	**14**	79	**—**	—
Diluted weighted-average shares [a]	**30,489**	32,726	**30,926**	32,113
Basic income (loss) per share:				
Continuing operations	**$ 0.38**	$ 0.42	**$ (2.65)**	$ (3.29)
Discontinued operations	**—**	—	**—**	(0.01)
Total	**$ 0.38**	$ 0.42	**$ (2.65)**	$ (3.30)
Diluted income (loss) per share:				
Continuing operations	**$ 0.38**	$ 0.41	**$ (2.65)**	$ (3.29)
Discontinued operations	**—**	—	**—**	(0.01)
Total	**$ 0.38**	$ 0.41	**$ (2.65)**	$ (3.30)

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	**2019**	2018	**2019**	2018
Stock options	**406**	204	**529**	532
Time-based restricted stock	**94**	170	**643**	850
Performance-based restricted stock	**—**	—	**796**	646

(13) Other Liabilities

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

in thousands	June 30, 2019	September 30, 2018
Accrued bonus and deferred compensation	**$ 27,069**	$ 41,508
Accrued interest	**23,913**	14,401
Customer deposits	**19,681**	14,903
Accrued warranty expense	**12,237**	15,331
Litigation accrual	**3,209**	3,656
Income tax liabilities	**632**	710
Other	**30,894**	35,880
Total	**$ 117,635**	$ 126,389

(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

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

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

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

Management's evaluation of segment performance is based on segment operating income (loss). Operating income (loss) 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 2018 Annual Report.

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	2019	2018	2019	2018
Revenue				
West	**$ 238,723**	$ 242,308	**$ 658,097**	$ 654,789
East	**118,356**	132,415	**301,168**	328,680
Southeast	**125,659**	136,798	**346,773**	355,719
Total revenue	**$ 482,738**	$ 511,521	**$ 1,306,038**	$ 1,339,188

in thousands	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Operating income (loss) [(a)]				
West	**$ 29,268**	$ 31,180	**$ (53,489)**	$ 84,005
East	**11,247**	13,642	**23,571**	29,964
Southeast	**8,043**	11,557	**16,747**	26,364
Segment total	**48,558**	56,379	**(13,171)**	140,333
Corporate and unallocated [(b)]	**(39,015)**	(38,799)	**(112,730)**	(102,247)
Total operating income (loss)	**$ 9,543**	$ 17,580	**$ (125,901)**	$ 38,086

in thousands	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Depreciation and amortization				
West	**$ 1,415**	$ 1,983	**$ 3,956**	$ 4,936
East	**658**	700	**1,743**	1,690
Southeast	**776**	746	**2,117**	1,867
Segment total	**2,849**	3,429	**7,816**	8,493
Corporate and unallocated [(b)]	**393**	227	**1,096**	736
Total depreciation and amortization	**$ 3,242**	$ 3,656	**$ 8,912**	$ 9,229

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

[(b)] Corporate and unallocated operating loss includes amortization of capitalized interest; movement in capitalized indirects; expenses related to numerous shared services functions that benefit all segments but are not allocated to the operating segments reported above, including information technology, treasury, corporate finance, legal, branding and national marketing; and other amounts that are not allocated to our operating segments. Corporate and unallocated depreciation and amortization represents depreciation and amortization related to assets held by our corporate functions that benefit all segments.

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

in thousands	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Capital Expenditures		
West	**$ 8,172**	$ 6,478
East	**2,122**	1,870
Southeast	**2,564**	2,215
Corporate and unallocated	**3,507**	3,331
Total capital expenditures	**$ 16,365**	$ 13,894

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

in thousands		**June 30, 2019**		September 30, 2018
Assets				
West	**$**	**800,225**	$	835,230
East		**327,889**		335,474
Southeast		**416,525**		414,685
Corporate and unallocated [a]		**575,640**		542,713
Total assets	**$**	**2,120,279**	$	2,128,102

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

(15) Supplemental Guarantor Information

As discussed in Note 7, the Company's obligations to pay principal, premium, if any, and interest under certain debt agreements are guaranteed on a joint and several basis by substantially all of the Company's subsidiaries. Some of the immaterial subsidiaries do not guarantee the Senior Notes or the Facility. The guarantees are full and unconditional and the guarantor subsidiaries are 100% owned by Beazer Homes USA, Inc. The following unaudited financial information presents the line items of the Company's unaudited condensed consolidated financial statements separated by amounts related to the parent issuer, guarantor subsidiaries, non-guarantor subsidiaries, and consolidating adjustments as of or for the periods presented.

Beazer Homes USA, Inc.
Condensed Consolidating Balance Sheet Information
June 30, 2019
(Unaudited)

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
ASSETS					
Cash and cash equivalents	$ 61,938	$ 6,552	$ 1	$ —	$ 68,491
Restricted cash	14,847	1,446	—	—	16,293
Accounts receivable (net of allowance of $358)	—	20,283	4	—	20,287
Owned inventory	—	1,702,724	—	—	1,702,724
Investments in unconsolidated entities	773	3,168	—	—	3,941
Deferred tax assets, net	258,713	—	—	—	258,713
Property and equipment, net	—	28,276	—	—	28,276
Investments in subsidiaries	636,790	—	—	(636,790)	—
Intercompany	899,170	—	1,690	(900,860)	—
Goodwill	—	11,376	—	—	11,376
Other assets	758	9,417	3	—	10,178
Total assets	$ 1,872,989	$ 1,783,242	$ 1,698	$ (1,537,650)	$ 2,120,279
LIABILITIES AND STOCKHOLDERS' EQUITY					
Trade accounts payable	$ —	$ 152,441	$ —	$ —	$ 152,441
Other liabilities	23,718	93,899	18	—	117,635
Intercompany	1,690	899,170	—	(900,860)	—
Total debt (net of premium and debt issuance costs)	1,313,745	2,622	—	—	1,316,367
Total liabilities	1,339,153	1,148,132	18	(900,860)	1,586,443
Stockholders' equity	533,836	635,110	1,680	(636,790)	533,836
Total liabilities and stockholders' equity	$ 1,872,989	$ 1,783,242	$ 1,698	$ (1,537,650)	$ 2,120,279

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

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

Table of Contents

Beazer Homes USA, Inc.
Condensed Consolidating Statements of Operations
(Unaudited)

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
Three Months Ended June 30, 2019					
Total revenue	$ —	$ 482,738	$ —	$ —	$ 482,738
Home construction and land sales expenses	21,752	389,222	—	—	410,974
Gross (loss) profit	(21,752)	93,516	—	—	71,764
Commissions	—	18,230	—	—	18,230
General and administrative expenses	—	40,749	—	—	40,749
Depreciation and amortization	—	3,242	—	—	3,242
Operating (loss) income	(21,752)	31,295	—	—	9,543
Equity in income of unconsolidated entities	—	299	—	—	299
Gain on extinguishment of debt	358	—	—	—	358
Other (expense) income, net	(961)	206	—	—	(755)
(Loss) income from continuing operations before income taxes	(22,355)	31,800	—	—	9,445
(Benefit) expense from income taxes	(5,745)	3,565	—	—	(2,180)
Equity in income of subsidiaries	28,235	—	—	(28,235)	—
Income from continuing operations	11,625	28,235	—	(28,235)	11,625
Loss from discontinued operations, net of tax	—	(18)	(5)	—	(23)
Equity in loss of subsidiaries from discontinued operations	(23)	—	—	23	—
Net income	$ 11,602	$ 28,217	$ (5)	$ (28,212)	$ 11,602

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
Three Months Ended June 30, 2018					
Total revenue	$ —	$ 511,521	$ 23	$ (23)	$ 511,521
Home construction and land sales expenses	22,441	405,691	—	(23)	428,109
Inventory impairments and abandonments	—	168	—	—	168
Gross (loss) profit	(22,441)	105,662	23	—	83,244
Commissions	—	19,535	—	—	19,535
General and administrative expenses	—	42,445	28	—	42,473
Depreciation and amortization	—	3,656	—	—	3,656
Operating (loss) income	(22,441)	40,026	(5)	—	17,580
Equity in income of unconsolidated entities	—	147	—	—	147
Other (expense) income, net	(204)	187	(13)	—	(30)
(Loss) income from continuing operations before income taxes	(22,645)	40,360	(18)	—	17,697
(Benefit) expense from income taxes	(6,069)	10,341	(4)	—	4,268
Equity in income of subsidiaries	30,005	—	—	(30,005)	—
Income (loss) from continuing operations	13,429	30,019	(14)	(30,005)	13,429
Loss from discontinued operations, net of tax	—	(11)	(9)	—	(20)
Equity in loss of subsidiaries from discontinued operations	(20)	—	—	20	—
Net income (loss)	$ 13,409	$ 30,008	$ (23)	$ (29,985)	$ 13,409

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
Nine Months Ended June 30, 2019					
Total revenue	$ —	$ 1,306,038	$ 115	$ (115)	$ 1,306,038
Home construction and land sales expenses	57,619	1,050,177	—	(115)	1,107,681
Inventory impairments and abandonments	13,908	134,710	—	—	148,618
Gross (loss) profit	(71,527)	121,151	115	—	49,739
Commissions	—	49,965	—	—	49,965
General and administrative expenses	—	116,767	(4)	—	116,763
Depreciation and amortization	—	8,912	—	—	8,912
Operating (loss) income	(71,527)	(54,493)	119	—	(125,901)
Equity in income of unconsolidated entities	—	316	—	—	316
Gain on extinguishment of debt	574	—	—	—	574
Other (expense) income, net	(1,800)	670	(4)	—	(1,134)
(Loss) income from continuing operations before income taxes	(72,753)	(53,507)	115	—	(126,145)
Expense (benefit) from income taxes	4,496	(48,785)	29	—	(44,260)
Equity in loss of subsidiaries	(4,636)	—	—	4,636	—
(Loss) income from continuing operations	(81,885)	(4,722)	86	4,636	(81,885)
Loss from discontinued operations, net of tax	—	(49)	(15)	—	(64)
Equity in loss of subsidiaries from discontinued operations	(64)	—	—	64	—
Net (loss) income	$ (81,949)	$ (4,771)	$ 71	$ 4,700	$ (81,949)

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
Nine Months Ended June 30, 2018					
Total revenue	$ —	$ 1,339,188	$ 60	$ (60)	$ 1,339,188
Home construction and land sales expenses	58,564	1,061,366	—	(60)	1,119,870
Inventory impairments and abandonments	—	168	—	—	168
Gross (loss) profit	(58,564)	277,654	60	—	219,150
Commissions	—	51,225	—	—	51,225
General and administrative expenses	—	120,513	97	—	120,610
Depreciation and amortization	—	9,229	—	—	9,229
Operating (loss) income	(58,564)	96,687	(37)	—	38,086
Equity in income of unconsolidated entities	—	302	—	—	302
Loss on extinguishment of debt	(25,904)	—	—	—	(25,904)
Other (expense) income, net	(5,289)	687	(26)	—	(4,628)
(Loss) income from continuing operations before income taxes	(89,757)	97,676	(63)	—	7,856
(Benefit) expense from income taxes	(23,966)	137,370	(18)	—	113,386
Equity in loss of subsidiaries	(39,739)	—	—	39,739	—
Loss from continuing operations	(105,530)	(39,694)	(45)	39,739	(105,530)
Loss from discontinued operations, net of tax	—	(432)	(18)	—	(450)
Equity in loss of subsidiaries and discontinued operations	(450)	—	—	450	—
Net loss	$ (105,980)	$ (40,126)	$ (63)	$ 40,189	$ (105,980)

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

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
Nine Months Ended June 30, 2019					
Net cash used in operating activities	$ (64,205)	$ (29,990)	$ (10)	$ —	$ (94,205)
Cash flows from investing activities:					
Capital expenditures	—	(16,365)	—	—	(16,365)
Proceeds from sale of fixed assets	—	162	—	—	162
Cash used for business acquisition, net of cash acquired	—	(4,088)	—	—	(4,088)
Advances to/from subsidiaries	(11,328)	—	(564)	11,892	—
Net cash used in investing activities	(11,328)	(20,291)	(564)	11,892	(20,291)
Cash flows from financing activities:					
Repayment of debt	(20,843)	(1,490)	—	—	(22,333)
Repayment of borrowings from credit facility	(235,000)	—	—	—	(235,000)
Borrowings from credit facility	340,000	—	—	—	340,000
Debt issuance costs	(400)	—	—	—	(400)
Repurchase of common stock	(34,624)	—	—	—	(34,624)
Tax payments for stock-based compensation awards	(1,889)	—	—	—	(1,889)
Stock option exercises	278	—	—	—	278
Advances to/from subsidiaries	—	11,892	—	(11,892)	—
Net cash provided by financing activities	47,522	10,402	—	(11,892)	46,032
Decrease in cash, cash equivalents, and restricted cash	(28,011)	(39,879)	(574)	—	(68,464)
Cash, cash equivalents, and restricted cash at beginning of period	104,796	47,877	575	—	153,248
Cash, cash equivalents, and restricted cash at end of period	$ 76,785	$ 7,998	$ 1	$ —	$ 84,784

in thousands	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
Nine Months Ended June 30, 2018					
Net cash provided by (used in) operating activities	$ 64,319	$ (197,707)	$ (88)	$ —	$ (133,476)
Cash flows from investing activities:					
Capital expenditures	—	(13,894)	—	—	(13,894)
Proceeds from sale of fixed assets	—	226	—	—	226
Investments in unconsolidated entities	—	(421)	—	—	(421)
Return of capital from unconsolidated entities	—	176	—	—	176
Advances to/from subsidiaries	(208,328)	—	(6)	208,334	—
Net cash used in investing activities	(208,328)	(13,913)	(6)	208,334	(13,913)
Cash flows from financing activities:					
Repayment of debt	(401,509)	—	—	—	(401,509)
Proceeds from issuance of new debt	400,000	—	—	—	400,000
Borrowings from credit facility	75,000	—	—	—	75,000
Repayment of borrowings from credit facility	(75,000)	—	—	—	(75,000)
Debt issuance costs	(5,743)	—	—	—	(5,743)
Tax payments for stock-based compensation awards	(1,565)	—	—	—	(1,565)
Stock option exercises	62	—	—	—	62
Advances to/from subsidiaries	—	205,050	—	(205,050)	—
Net cash (used in) provided by financing activities	(8,755)	205,050	—	(205,050)	(8,755)
Decrease in cash, cash equivalents, and restricted cash	(152,764)	(6,570)	(94)	3,284	(156,144)
Cash, cash equivalents, and restricted cash at beginning of period	294,192	16,854	724	(7,161)	304,609
Cash, cash equivalents, and restricted cash at end of period	$ 141,428	$ 10,284	$ 630	$ (3,877)	$ 148,465

(16) Discontinued Operations

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

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
in thousands	**2019**	2018	**2019**	2018
Total revenue	**$ —**	$ —	**$ 55**	$ 633
Home construction and land sales expenses	**6**	5	**45**	728
Inventory impairments and lot option abandonments	**—**	—	**—**	450
Gross (loss) profit	**(6)**	(5)	**10**	(545)
General and administrative expenses	**23**	27	**90**	74
Operating loss	**(29)**	(32)	**(80)**	(619)
Equity in income (loss) of unconsolidated entities	**—**	11	**(1)**	27
Other expense, net	**(1)**	(6)	**(2)**	(11)
Loss from discontinued operations before income taxes	**(30)**	(27)	**(83)**	(603)
Benefit from income taxes	**(7)**	(7)	**(19)**	(153)
Loss from discontinued operations, net of tax	**$ (23)**	$ (20)	**$ (64)**	$ (450)

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

Executive Overview and Outlook

Market Conditions

The demand for new and existing homes is dependent on a variety of demographic and economic factors, including job and wage growth, household formation, consumer confidence, mortgage financing, and overall housing affordability. As the fiscal year has progressed, lower mortgage rates and a positive macroeconomic backdrop have led to improving demand. Further, we believe that there are multiple factors that will support housing demand moving forward, including low unemployment, rising wages, and growing household formation. Our operating strategy focuses on offering homes that provide our customers an extraordinary value at an affordable price.

Overview of Results for Our Fiscal Third Quarter

During the third quarter of fiscal 2019, we made improvements in capital efficiency and average selling price.

Profitability

For the quarter ended June 30, 2019, we recorded net income from continuing operations of $11.6 million compared to net income from continuing operations of $13.4 million in the third quarter of fiscal 2018. There were multiple items that impacted the comparability of net income from continuing operations between periods:

- We recognized $4.4 million of energy efficient homebuilding tax credits in the current quarter compared to $0.5 million of such tax credits in the prior year quarter. Refer to Note 10 of the notes to the condensed consolidated financial statements for additional details.
- We recognized $0.4 million in gain on extinguishment of debt during the quarter compared to no gain on extinguishment of debt in the prior year quarter.

Balanced Growth Strategy

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

- **Sales per community per month was 3.0 for the quarter ended June 30, 2019 compared to 3.1 for the quarter ended June 30, 2018.** Sales per community per month decreased to 2.7 for the trailing 12 months ended June 30, 2019 versus 3.0 a year ago. Demand has steadily improved compared to our first two quarters resulting in improved sales results. We believe that we are among the industry leaders in sales absorption rates, and we are focused on maintaining a competitive sales pace going forward.
- **Our ASP for homes closed during the quarter ended June 30, 2019 was $380.1 thousand, up 4.3% compared to the prior year quarter.** ASP for closings during the trailing 12 months ended June 30, 2019 was $373.6 thousand, up 6.1% year-over-year, and our ASP in backlog as of June 30, 2019 has risen 0.3% versus the prior year quarter to $389.4 thousand; however, the dollar value of backlog decreased due to a decline in backlog units over the same period.
- **During the quarter ended June 30, 2019, we had an average active community count of 174, up 10.6% from the prior year quarter. We ended the current quarter with 173 active communities.** We invested $102.8 million in land and land development during the current quarter compared to $155.5 million in the prior year quarter. We continually evaluate strategic opportunities to purchase land within our geographic footprint, balancing our desire to reduce leverage with land acquisition strategies that maximize the efficiency of capital employed.
- **Homebuilding gross margin excluding impairments and abandonments and interest for the quarter ended June 30, 2019 was 19.4%, down from 20.8% in the prior year quarter.** For the trailing 12 months ended June 30, 2019, this adjusted gross margin was 20.3%. We experienced a significant softening of demand for new homes early in fiscal 2019 in many of our markets. We responded by increasing incentives in order to stimulate sales demand which has resulted in lower gross margins than the prior period. In addition, we also experienced cost pressures related to labor and materials. We continue to take action to mitigate these cost pressures through our efforts to reduce construction costs, improve cycle time, and raise home prices where possible.

- **SG&A for the quarter ended June 30, 2019 was 12.2% of total revenue compared to 12.1% in the prior year quarter.** SG&A for the trailing 12 months ended June 30, 2019 was 11.8% of total revenue, a decrease of 30 basis points from the trailing 12 months ended June 30, 2018. The decrease in SG&A as a percentage of total revenue was due to our continued focus on improving overhead cost management in relation to our revenue growth.

- **Capital efficiency, debt reduction, and share repurchases.** We continue to employ a number of strategies to improve capital efficiency, including use of option contracts, acquisition of shorter duration land parcels, and activation of previously land held for future development communities. In addition, during the first quarter of fiscal 2019, our Board of Directors approved a share repurchase program that authorizes us to repurchase up to $50.0 million of our outstanding common stock. As part of this program, we completed an accelerated share repurchase (ASR) of $16.5 million of our common stock in December 2018. In May 2019, we executed a separate ASR agreement to repurchase $10.0 million of our common stock, which was completed in July 2019. In addition, we purchased $8.1 million of shares through open market transactions and 10b5-1 plans during the nine months ended June 30, 2019. As previously announced, we intend to repurchase or redeem debt in an amount in excess of our share repurchases by the end of the current fiscal year, which is consistent with our ongoing objective of reducing debt and cash interest expense (see the notes to our condensed consolidated financial statements in this Form 10-Q for further discussion of our share repurchases and outstanding borrowings). To date, we have repurchased $21.7 million of our Senior Notes. We may change our allocation of capital, including the level of debt and share repurchases and inventory investment, in response to and in consideration of market and business conditions, strategic opportunities, compliance with our debt agreements, and other factors.

Seasonal and Quarterly Variability

Our homebuilding operating cycle generally reflects escalating new order activity in the second and third fiscal quarters and increased closings in the third and fourth fiscal quarters. Accordingly, our financial results for the three and nine months ended June 30, 2019 may not be indicative of our full year results.

Table of Contents

RESULTS OF CONTINUING OPERATIONS:

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

$ in thousands	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Nine Months Ended June 30, 2019	Nine Months Ended June 30, 2018
Revenue:				
Homebuilding	**$ 482,316**	$ 506,964	**$ 1,304,243**	$ 1,315,833
Land sales and other	**422**	4,557	**1,795**	23,355
Total	**$ 482,738**	$ 511,521	**$ 1,306,038**	$ 1,339,188
Gross profit (loss):				
Homebuilding	**$ 71,719**	$ 83,043	**$ 88,190**	$ 217,641
Land sales and other	**45**	201	**(38,451)**	1,509
Total	**$ 71,764**	$ 83,244	**$ 49,739**	$ 219,150
Gross margin:				
Homebuilding	***14.9 %***	*16.4%*	***6.8 %***	*16.5%*
Land sales and other [(a)]	***10.7 %***	*4.4%*	***(2,142.1)%***	*6.5%*
Total	***14.9 %***	*16.3%*	***3.8 %***	*16.4%*
Commissions	**$ 18,230**	$ 19,535	**$ 49,965**	$ 51,225
General and administrative expenses (G&A)	**$ 40,749**	$ 42,473	**$ 116,763**	$ 120,610
SG&A (commissions plus G&A) as a percentage of total revenue	***12.2 %***	*12.1%*	***12.8 %***	*12.8%*
G&A as a percentage of total revenue	***8.4 %***	*8.3%*	***8.9 %***	*9.0%*
Depreciation and amortization	**$ 3,242**	$ 3,656	**$ 8,912**	$ 9,229
Operating income (loss)	**$ 9,543**	$ 17,580	**$ (125,901)**	$ 38,086
Operating income (loss) as a percentage of total revenue	***2.0 %***	*3.4%*	***(9.6)%***	*2.8%*
Effective tax rate [(b)]	***(23.1)%***	*24.1%*	***35.1 %***	*1,443.3%*
Equity in income of unconsolidated entities	**$ 299**	$ 147	**$ 316**	$ 302
(Gain) loss on extinguishment of debt	**$ (358)**	$ —	**$ (574)**	$ 25,904

[(a)] Calculated as land sales and other gross profit (loss) divided by land sales and other revenue. Land sales and other gross margin is shown as a significant negative percentage for the nine months ended June 30, 2019 due to the $38.6 million of impairments related to land held for sale assets during the current year.

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

EBITDA: Reconciliation of Net Income (Loss) to Adjusted EBITDA

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

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

	Three Months Ended June 30,			Nine Months Ended June 30,			LTM Ended June 30, [a]		
in thousands	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**
Net income (loss)	**$ 11,602**	$ 13,409	**$ (1,807)**	**$ (81,949)**	$ (105,980)	**$ 24,031**	**$ (21,344)**	$ (72,326)	**$ 50,982**
(Benefit) expense from income taxes	**(2,187)**	4,261	**(6,448)**	**(44,279)**	113,233	**(157,512)**	**(63,139)**	117,186	**(180,325)**
Interest amortized to home construction and land sales expenses and capitalized interest impaired	**21,752**	22,450	**(698)**	**71,526**	58,581	**12,945**	**106,058**	90,043	**16,015**
Interest expense not qualified for capitalization	**961**	205	**756**	**1,800**	5,290	**(3,490)**	**1,835**	8,694	**(6,859)**
EBIT	**32,128**	40,325	**(8,197)**	**(52,902)**	71,124	**(124,026)**	**23,410**	143,597	**(120,187)**
Depreciation and amortization and stock-based compensation amortization	**6,941**	6,140	**801**	**16,905**	16,921	**(16)**	**24,049**	22,623	**1,426**
EBITDA	**39,069**	46,465	**(7,396)**	**(35,997)**	88,045	**(124,042)**	**47,459**	166,220	**(118,761)**
(Gain) loss on extinguishment of debt	**(358)**	—	**(358)**	**(574)**	25,904	**(26,478)**	**1,361**	22,971	**(21,610)**
Inventory impairments and abandonments [b]	**—**	168	**(168)**	**134,711**	618	**134,093**	**139,081**	2,255	**136,826**
Joint venture impairment and abandonment charges	**—**	—	**—**	**—**	—	**—**	**341**	—	**341**
Adjusted EBITDA	**$ 38,711**	$ 46,633	**$ (7,922)**	**$ 98,140**	$ 114,567	**$ (16,427)**	**$ 188,242**	$ 191,446	**$ (3,204)**

[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.” We recognized no impairment of capitalized interest during the three months ended June 30, 2019 and 2018. During the nine and twelve months ended June 30, 2019, we impaired capitalized interest of $13.9 million and $15.9 million, respectively, compared to capitalized interest impairments of less than $0.1 million for the nine and twelve months ended June 30, 2018, respectively.

Homebuilding Operations Data

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

	Three Months Ended June 30,				
	New Orders, net			Cancellation Rates	
	2019	2018	**19 vs 18**	**2019**	2018
West	**850**	795	**6.9 %**	**15.9%**	18.5%
East	**334**	274	**21.9 %**	**13.9%**	20.1%
Southeast	**360**	381	**(5.5)%**	**14.7%**	17.9%
Total	**1,544**	1,450	**6.5 %**	**15.2%**	18.6%

	Nine Months Ended June 30,				
	New Orders, net			Cancellation Rates	
	2019	2018	**19 vs 18**	**2019**	2018
West	**2,175**	2,235	**(2.7)%**	**16.4%**	16.6%
East	**869**	854	**1.8 %**	**16.0%**	20.5%
Southeast	**1,074**	1,150	**(6.6)%**	**15.4%**	15.9%
Total	**4,118**	4,239	**(2.9)%**	**16.1%**	17.2%

Net new orders for the quarter ended June 30, 2019 increased to 1,544, up 6.5% from the quarter ended June 30, 2018. The current quarter increase in net new orders was driven by an increase in average active communities to 174, up from 157 in the prior year quarter. Our absorption rate of 3.0 sales per community per month was relatively flat compared to the 3.1 rate achieved in the prior year quarter, with an increase in the East segment, a slight decrease in the Southeast segment, and flat growth in the West segment. For the nine months ended June 30, 2019, net new order growth was slowed in all of our segments by, among other things, affordability concerns that impacted buyers' willingness to commit to a home purchase, particularly in the first fiscal quarter of the year.

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

	As of June 30,		
	2019	2018	**19 vs 18**
Backlog Units:			
West	**1,152**	1,235	**(6.7)%**
East	**503**	464	**8.4 %**
Southeast	**609**	672	**(9.4)%**
Total	**2,264**	2,371	**(4.5)%**
Aggregate dollar value of homes in backlog (in millions)	**$ 881.6**	$ 920.7	**(4.2)%**
ASP in backlog (in thousands)	**$ 389.4**	$ 388.3	**0.3 %**

Backlog reflects the number of homes for which the Company has entered into a sales contract with a customer but has not yet delivered the home. Homes in backlog are generally delivered within three to six months following commencement of construction. The aggregate dollar value of homes in backlog as of June 30, 2019 decreased 4.2% compared to June 30, 2018 due to a 4.5% decline in backlog units, partially offset by a 0.3% increase in the ASP of homes in backlog. The decline in backlog units was primarily due to the aforementioned decrease in net new orders for the nine months ended June 30, 2019 compared to the same period a year ago combined with an increase in speculative home sales that drove higher year-over-year backlog conversion ratios.

Homebuilding Revenue, Average Selling Price, and Closings

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

	Three Months Ended June 30,								
	Homebuilding Revenue			Average Selling Price			Closings		
$ in thousands	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**
West	**$ 238,723**	$ 241,588	**(1.2)%**	**$ 354.2**	$ 344.6	**2.8%**	**674**	701	**(3.9)%**
East	**117,934**	128,880	**(8.5)%**	**479.4**	431.0	**11.2%**	**246**	299	**(17.7)%**
Southeast	**125,659**	136,496	**(7.9)%**	**360.1**	349.1	**3.2%**	**349**	391	**(10.7)%**
Total	**$ 482,316**	$ 506,964	**(4.9)%**	**$ 380.1**	$ 364.5	**4.3%**	**1,269**	1,391	**(8.8)%**

	Nine Months Ended June 30,								
	Homebuilding Revenue			Average Selling Price			Closings		
$ in thousands	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**
West	**$ 658,097**	$ 642,505	**2.4 %**	**$ 349.9**	$ 341.9	**2.3%**	**1,881**	1,879	**0.1 %**
East	**299,450**	318,299	**(5.9)%**	**462.8**	396.4	**16.8%**	**647**	803	**(19.4)%**
Southeast	**346,696**	355,029	**(2.3)%**	**361.9**	341.0	**6.1%**	**958**	1,041	**(8.0)%**
Total	**$ 1,304,243**	$ 1,315,833	**(0.9)%**	**$ 374.1**	$ 353.4	**5.9%**	**3,486**	3,723	**(6.4)%**

The increase in ASP across all segments for the three and nine months ended June 30, 2019 was impacted primarily by a change in the mix of closings between geographies, products, and communities within each individual market as compared to the prior year period. It was also positively impacted by our operational strategies as well as continued price appreciation in certain geographies. On average, we anticipate that our ASP will continue to increase in the near-term.

We began both the current fiscal quarter and year with fewer units in backlog compared to the same periods a year ago, resulting in a decrease in closings across our East and Southeast segments for the three and nine months ended June 30, 2019. Closings for the West segment were also down for the current quarter due to a lower beginning backlog but were up slightly for the year due to year-to-date closings growth in our Dallas and Las Vegas markets.

Homebuilding revenue decreased for the three and nine months ended June 30, 2019 compared to the three and nine months ended June 30, 2018 due to the decline in closings, partially offset by continued growth in ASP.

Homebuilding Gross Profit and Gross Margin

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

	Three Months Ended June 30, 2019							
$ in thousands	**HB Gross Profit (Loss)**	**HB Gross Margin**	**Impairments & Abandonments (I&A)**	**HB Gross Profit (Loss) w/o I&A**	**HB Gross Margin w/o I&A**	**Interest Amortized to COS (Interest)**	**HB Gross Profit w/o I&A and Interest**	**HB Gross Margin w/o I&A and Interest**
West	**$ 49,632**	**20.8%**	**$ —**	**$ 49,632**	**20.8%**	**$ —**	**$ 49,632**	**20.8%**
East	**22,015**	**18.7%**	**—**	**22,015**	**18.7%**	**—**	**22,015**	**18.7%**
Southeast	**20,407**	**16.2%**	**—**	**20,407**	**16.2%**	**—**	**20,407**	**16.2%**
Corporate & unallocated	**(20,335)**		**—**	**(20,335)**		**21,752**	**1,417**	
Total homebuilding	**$ 71,719**	**14.9%**	**$ —**	**$ 71,719**	**14.9%**	**$ 21,752**	**$ 93,471**	**19.4%**

	Three Months Ended June 30, 2018							
$ in thousands	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit (Loss) w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to COS (Interest)	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	$ 53,283	22.1%	$ —	$ 53,283	22.1%	$ —	$ 53,283	22.1%
East	25,009	19.4%	—	25,009	19.4%	—	25,009	19.4%
Southeast	25,140	18.4%	—	25,140	18.4%	—	25,140	18.4%
Corporate & unallocated	(20,389)		—	(20,389)		22,441	2,052	
Total homebuilding	$ 83,043	16.4%	$ —	$ 83,043	16.4%	$ 22,441	$ 105,484	20.8%

	Nine Months Ended June 30, 2019							
$ in thousands	**HB Gross Profit (Loss)**	**HB Gross Margin**	**Impairments & Abandonments (I&A)**	**HB Gross Profit (Loss) w/o I&A**	**HB Gross Margin w/o I&A**	**Interest Amortized to COS (Interest)**	**HB Gross Profit w/o I&A and Interest**	**HB Gross Margin w/o I&A and Interest**
West	**$ 43,671**	**6.6%**	**$ 92,912**	**$ 136,583**	**20.8%**	**$ —**	**$ 136,583**	**20.8%**
East	**52,843**	**17.6%**	**—**	**52,843**	**17.6%**	**—**	**52,843**	**17.6%**
Southeast	**54,713**	**15.8%**	**858**	**55,571**	**16.0%**	**—**	**55,571**	**16.0%**
Corporate & unallocated	**(63,037)**		**16,260**	**(46,777)**		**57,619**	**10,842**	
Total homebuilding	**$ 88,190**	**6.8%**	**$ 110,030**	**$ 198,220**	**15.2%**	**$ 57,619**	**$ 255,839**	**19.6%**

	Nine Months Ended June 30, 2018							
$ in thousands	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit (Loss) w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to COS (Interest)	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	$ 143,286	22.3%	$ —	$ 143,286	22.3%	$ —	$ 143,286	22.3%
East	60,934	19.1%	—	60,934	19.1%	—	60,934	19.1%
Southeast	63,240	17.8%	—	63,240	17.8%	—	63,240	17.8%
Corporate & unallocated	(49,819)		—	(49,819)		58,564	8,745	
Total homebuilding	$ 217,641	16.5%	$ —	$ 217,641	16.5%	$ 58,564	$ 276,205	21.0%

Overall homebuilding gross profit decreased by $11.3 million to $71.7 million for the three months ended June 30, 2019, compared to $83.0 million in the prior year quarter. The decrease in homebuilding gross profit was primarily driven by a decline in homebuilding revenue of $24.6 million and lower gross margin. However, as shown in the tables above, the comparability of our gross profit and gross margin was impacted by interest amortized to homebuilding cost of sales, which decreased by $0.7 million, from $22.5 million in the prior year quarter to $21.8 million in the current quarter (see Note 6 of the notes to our condensed consolidated financial statements in this Form 10-Q). Excluding interest amortized to homebuilding cost of sales, homebuilding gross profit decreased by $12.0 million compared to the prior year quarter, while homebuilding gross margin decreased by 140 basis points to 19.4%.

Overall homebuilding gross profit decreased by $129.5 million to $88.2 million for the nine months ended June 30, 2019, compared to a profit of $217.6 million in the prior year period. The decrease in homebuilding gross profit was driven by (1) impairment charges of $110.0 million during the period, primarily related to impairments recognized during the second quarter of fiscal 2019 for projects in progress in our Southern California market and (2) a decrease in revenue and gross margin for non-impaired communities. When excluding the impact of impairment and abandonment charges and interest, homebuilding gross profit decreased by $20.4 million compared to the prior year period, while homebuilding gross margin decreased by 140 basis points to 19.6%.

The year-over-year change in gross margin for the three and nine months ended June 30, 2019 is due to a variety of factors, including: (1) the mix of closings between geographies/markets, individual communities within each market, and product type; (2) our pricing strategies, including the margin impact on homes closed during the current quarter; (3) increased focus on managing our house costs and improving cycle times; (4) fluctuations in discrete items in the current period such as warranty costs; (5) the impact of purchase accounting related to our acquisition of Venture Homes in July 2018; and (6) inventory impairments and abandonments. Going forward, our gross margin may continue to be impacted by several headwinds, including activation of land assets formerly classified as land held for future development, which generally have lower margins, the structure of some of our land purchase transactions, such as finished lot purchases, which tend to result in lower gross margin while increasing return on assets, and increasing land and direct homebuilding costs.

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

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

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

The asset valuations that result from our impairment calculations are based on discounted cash flow analyses and are not derived by simply applying prospective gross margins to individual communities. As such, impaired communities may have gross margins that are somewhat higher or lower than the gross margins for unimpaired communities. The mix of home closings in any particular quarter varies to such an extent that comparisons between previously impaired and never impaired communities would not be a reliable way to ascertain profitability trends or to assess the accuracy of previous valuation estimates. In addition, since any amount of impairment turn is tied to individual lots in specific communities, it will vary considerably from period to period. As a result of these factors, we review the impairment turn impact on gross margin on a trailing 12-month basis rather than a quarterly basis as a way of considering whether our impairment calculations are resulting in gross margins for impaired communities that are comparable to our unimpaired communities. For the trailing 12-month period, our homebuilding gross margin was 10.6% and excluding interest and inventory impairments and abandonments, it was 20.3%. For the same trailing 12-month period, homebuilding gross margin was as follows in those communities that have previously been impaired, which represented 8.7% of total closings during this period:

Homebuilding Gross Margin from previously impaired communities:	
Pre-impairment turn gross margin	(2.3)%
Impact of interest amortized to COS related to these communities	5.4 %
Pre-impairment turn gross margin, excluding interest amortization	3.1 %
Impact of impairment turns	15.2 %
Gross margin (post impairment turns), excluding interest amortization	18.3 %

For a further discussion of our impairment policies and communities impaired during the current quarter, refer to Notes 2 and 5 of the notes to the condensed consolidated financial statements in this Form 10-Q.

Land Sales and Other Revenue and Gross Profit (Loss)

Land sales relate to land and lots sold that do not fit within our homebuilding programs and strategic plans in certain markets. In some periods, we also have other revenue related to broker fees as well as fees received for general contractor services that we perform on behalf of third parties. The following table summarizes our land sales and other revenue and related gross profit (loss) by reportable segment for the periods presented:

	Land Sales and Other Revenue			**Land Sales and Other Gross Profit (Loss)**		
	Three Months Ended June 30,			**Three Months Ended June 30,**		
in thousands	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**
West	**$ —**	$ 720	**$ (720)**	**$ —**	$ 353	**$ (353)**
East	**422**	3,535	**(3,113)**	**45**	(151)	**196**
Southeast	**—**	302	**(302)**	**—**	13	**(13)**
Corporate and unallocated [(a)]	**—**	—	**—**	**—**	(14)	**14**
Total	**$ 422**	$ 4,557	**$ (4,135)**	**$ 45**	$ 201	**$ (156)**

	Land Sales and Other Revenues			**Land Sales and Other Gross Profit (Loss)**		
	Nine Months Ended June 30,			**Nine Months Ended June 30,**		
in thousands	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**
West	**$ —**	$ 12,284	**$ (12,284)**	**$ (37,963)**	$ 1,299	**$ (39,262)**
East	**1,718**	10,381	**(8,663)**	**141**	170	**(29)**
Southeast	**77**	690	**(613)**	**(4)**	64	**(68)**
Corporate and unallocated [(a)]	**—**	—	**—**	**(625)**	(24)	**(601)**
Total	**$ 1,795**	$ 23,355	**$ (21,560)**	**$ (38,451)**	$ 1,509	**$ (39,960)**

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

To further support our efforts to reduce leverage, we continued to focus on closing a number of land sales in the three and nine months ended June 30, 2019 for land positions that did not fit within our strategic plans. Future land and lot sales will depend on a variety of factors, including local market conditions, individual community performance, and changing strategic plans.

In addition, land sales and other gross profit for the nine months ended June 30, 2019 was impacted by the $38.6 million of impairment charges recognized during the second quarter of fiscal 2019 related to six land held for sale parcels in California. Two of these parcels were sold in July for amounts approximately equal to their carrying costs. While steps to sell our remaining land held for sale assets have been taken, the timing of completion of such asset dispositions is unknown. Please see Note 5 of the notes to the condensed consolidated financial statements in this Form 10-Q for additional details.

Operating Income (Loss)

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

	Three Months Ended June 30,			Nine Months Ended June 30,		
in thousands	**2019**	2018	**19 vs 18**	**2019**	2018	**19 vs 18**
West	**$ 29,268**	$ 31,180	**$ (1,912)**	**$ (53,489)**	$ 84,005	**$ (137,494)**
East	**11,247**	13,642	**(2,395)**	**23,571**	29,964	**(6,393)**
Southeast	**8,043**	11,557	**(3,514)**	**16,747**	26,364	**(9,617)**
Corporate and Unallocated [(a)]	**(39,015)**	(38,799)	**(216)**	**(112,730)**	(102,247)	**(10,483)**
Operating income (loss) [(b)]	**$ 9,543**	$ 17,580	**$ (8,037)**	**$ (125,901)**	$ 38,086	**$ (163,987)**

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

[(b)] Operating income (loss) was impacted by impairment charges incurred during the periods presented (see Note 5 of the notes to our condensed consolidated financial statements in this Form 10-Q).

Our operating income decreased by $8.0 million to $9.5 million for the three months ended June 30, 2019, compared to $17.6 million for the three months ended June 30, 2018, driven primarily by the previously discussed decline in gross margin on homes closed during the period partially offset by lower SG&A costs compared to the prior year quarter. Commissions as a percentage of revenue decreased by 10 basis points and G&A as a percentage of total revenue increased by 10 basis points year-over-year.

For the nine months ended June 30, 2019, operating income decreased by $164.0 million to a loss of $125.9 million, compared to operating income in the prior year period of $38.1 million. The decrease was primarily driven by the previously discussed decline in gross profit due to impairment charges recognized during the second quarter of fiscal 2019, partially offset by lower SG&A costs compared to the prior year period. Both commissions and G&A as a percentage of total revenue declined by 10 basis points year-over-year.

Below operating income (loss), we had two noteworthy year-over-year fluctuations as follows: (1) for the nine months ended June 30, 2019, we experienced a decline in other expense, net, primarily attributable to a year-over-year decrease in interest costs not qualified for capitalization; and (2) we recorded a gain on extinguishment of debt of $0.6 million during the current nine month period compared to a $25.9 million loss on the extinguishment of debt in the prior year period due to the management of our debt portfolio. See Note 6 and Note 7 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. As such, our effective tax rates have not been meaningful metrics, as our income tax (benefit) expense was not directly correlated to the amount of pretax income or loss for the associated periods. Beginning in fiscal 2016, the Company began using an annualized effective tax rate in interim periods to determine its income tax (benefit) expense, which we believe more closely correlates with our periodic pretax income or loss. The annualized effective tax rate will continue to be impacted by discrete tax items.

Our current fiscal year-to-date income tax benefit was primarily driven by the loss from continuing operations, which includes the impairments on projects in progress and land held for sale assets in the prior quarter and the completion of work necessary to claim $9.8 million in tax credits related prior fiscal years. The tax expense for the nine months ended June 30, 2018 was primarily driven by our earnings from continuing operations and the remeasurement of our deferred tax assets that resulted from the reduced federal corporate tax rate related to the Tax Cuts and Jobs Act enacted on December 22, 2017, partially offset by the completion of work necessary to claim $2.8 million in tax credits related to prior fiscal years. Refer to Note 10 of the notes to our condensed consolidated financial statements included in this Form 10-Q for further discussion of our income taxes.

Three Months Ended June 30, 2019 as compared to 2018

West Segment: Homebuilding revenue decreased by 1.2% for the three months ended June 30, 2019 compared to the prior year quarter due to a 3.9% decrease in closings, partially offset by a 2.8% increase in ASP. Compared to the prior year quarter, homebuilding gross profit decreased by $3.7 million due to the decline in closings and lower gross margin, which decreased from 22.1% to 20.8%. The decrease in gross margin was driven primarily by a combination of increased incentives and direct construction costs. The $1.9 million decrease in operating income compared to the prior year quarter was due to the previously discussed decrease in gross profit, partially offset by lower total commissions and G&A expenses in the segment.

East Segment: Homebuilding revenue decreased by 8.5% for the three months ended June 30, 2019 compared to the prior year quarter due to a 17.7% decrease in closings, partially offset by an 11.2% increase in ASP. Compared to the prior year quarter, homebuilding gross profit decreased by $3.0 million due to the decline in closings and lower gross margin, which decreased from 19.4% to 18.7%. The decrease in gross margin was driven primarily by higher land costs. The $2.4 million decrease in operating income compared to the prior year quarter resulted primarily from the previously discussed decrease in gross profit, partially offset by lower total commissions and G&A expenses in the segment.

Southeast Segment: Homebuilding revenue decreased by 7.9% for the three months ended June 30, 2019 compared to the prior year quarter due to a 10.7% decrease in closings, partially offset by a 3.2% increase in ASP. Compared to the prior year quarter, homebuilding gross profit decreased by $4.7 million due to the decrease in homebuilding revenue and lower gross margin, which decreased from 18.4% to 16.2%. The decrease in gross margin was primarily driven by higher land costs. The decrease in operating income of $3.5 million compared to the prior year quarter resulted primarily from the previously discussed decrease in gross profit, partially offset by lower total commissions and G&A expenses in the segment.

Corporate and Unallocated: Our Corporate and unallocated results include amortization of capitalized interest and capitalized indirects; expenses for various shared services functions that benefit all segments but are not allocated, including information technology, treasury, corporate finance, legal, branding and national marketing; and certain other amounts that are not allocated to our operating segments. For the three months ended June 30, 2019, corporate and unallocated net costs were up $0.2 million from the prior year quarter due to slightly higher corporate G&A costs.

Nine Months Ended June 30, 2019 as compared to 2018

West Segment: Homebuilding revenue increased by 2.4% for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 due to a 0.1% increase in closings and an increase in ASP of 2.3%. Compared to the prior year period, homebuilding gross profit decreased by $99.6 million largely due to a decline in gross margin, from 22.3% to 6.6%. The decrease in gross profit resulted primarily from impairment charges recognized during the second fiscal quarter of 2019 as well as a decline in homebuilding gross margin for non-impaired communities. Excluding impairments, homebuilding gross margin decreased to 20.8%, down from 22.3% in the prior year quarter. The decrease in gross margin was driven primarily by a combination of increased incentives and direct construction costs. The $137.5 million year-over-year decrease in operating income was due to the aforementioned impairment charges as well as an increase in commission expense on higher homebuilding revenue, partially offset by lower G&A costs (see Note 5 of the notes to our condensed consolidated financial statements for additional discussion of impairment activity during the period).

East Segment: Homebuilding revenue decreased by 5.9% for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 due to a 19.4% decrease in closings, partially offset by a 16.8% increase in ASP. Compared to the prior year period, homebuilding gross profit decreased by $8.1 million due to the decline in homebuilding revenue and a decline in homebuilding gross margin, from 19.1% to 17.6%. Gross margin decreased primarily due to a combination of increased incentives and land costs. The $6.4 million decrease in operating income compared to the prior year period resulted primarily from the previously discussed decrease in gross margin, partially offset by lower commission and G&A expenses in the segment.

Southeast Segment: Homebuilding revenue decreased by 2.3% for the nine months ended June 30, 2019 compared to the nine months ended June 30, 2018 due to a 6.1% increase in ASP, partially offset by a 8.0% decrease in closings. Compared to the prior year period, homebuilding gross profit decreased by $8.5 million over the same period due to the decline in gross margin from 17.8% to 15.8%. The gross margin decline was driven in part by higher direct construction and land costs, a $0.9 million impairment during the first quarter of fiscal 2019, and the impact of purchase accounting related to our acquisition of Venture Homes. The $9.6 million decrease in operating income compared to the prior year period was driven by the aforementioned decline in gross margin as well as higher G&A costs.

Corporate and Unallocated: For the nine months ended June 30, 2019, corporate and unallocated net costs increased by $10.5 million over the prior year period. The increase was primarily due to (1) a $16.9 million write off of capitalized interest and indirect costs related to the impairment of assets in the West and Southeast segments; partially offset by (2) lower G&A costs due to a decline in business activity and (3) an increase in the proportion of interest and indirect costs capitalized to inventory within our respective operating segments, resulting in a decrease to interest expense not qualified for capitalization.

Liquidity and Capital Resources

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

Cash, cash equivalents, and restricted cash decreased as follows for the periods presented:

	Nine Months Ended June 30,	
in thousands	**2019**	2018
Cash used in operating activities	**$ (94,205)**	$ (133,476)
Cash used in investing activities	**(20,291)**	(13,913)
Cash provided by (used in) financing activities	**46,032**	(8,755)
Net decrease in cash, cash equivalents, and restricted cash	**$ (68,464)**	$ (156,144)

Operating Activities

Net cash used in operating activities was $94.2 million for the nine months ended June 30, 2019. 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 a loss from continuing operations before income taxes of $126.1 million, which included $164.6 million of non-cash charges, a net increase in trade accounts payable and other current liabilities of $20.5 million, a net decrease in non-inventory working capital assets of $3.6 million, offset by an increase in inventory of $156.5 million resulting from land acquisition, land development, and house construction spending to support continued growth.

Net cash used in operating activities was $133.5 million for the nine months ended June 30, 2018, primarily driven by income from continuing operations before income taxes of $7.9 million, which included $20.4 million of non-cash charges, a net increase in trade accounts payable and other current liabilities of $56.7 million, and a net decrease in non-inventory working capital assets of $4.8 million, offset by an increase in inventory of $222.3 million resulting from land and house construction spending (including approximately $29.0 million related to the Bill Clark Homes asset purchase).

Investing Activities

Net cash used in investing activities for the nine months ended June 30, 2019 and June 30, 2018, was $20.3 million and $13.9 million, respectively, primarily driven in both periods by capital expenditures for model homes. During the nine months ended June 30, 2019, the use of cash from investing activities also included $4.1 million related to the final payment for the Venture Homes acquisition.

Financing Activities

Net cash provided by financing activities was $46.0 million for the nine months ended June 30, 2019 driven by net borrowings under the Facility, partially offset by common stock repurchases under our share repurchase program, tax payments for stock-based compensation awards vesting, the repayment of a portion of our 2023 and 2025 Senior Notes, and the payment of debt issuance costs.

Net cash used in financing activities was $8.8 million for the nine months ended June 30, 2018 due to the repayment of certain debt issuances (including a portion of our 2019 and 2023 Senior Notes and other miscellaneous borrowings) and the payment of cash for debt issuance costs related to our Senior Notes due 2027, offset by the proceeds from the same 2027 Notes, and tax payments for stock-based compensation awards vesting.

Financial Position

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

- $68.5 million in cash and cash equivalents;
- $105.0 million of remaining capacity under the Credit Facility; and
- $16.3 million of restricted cash, the majority of which is used to secure certain stand-alone letters of credit.

While we believe we possess sufficient liquidity, we are mindful of potential short-term or seasonal requirements for enhanced liquidity that may arise to operate and grow our business. We expect to be able to meet our liquidity needs in fiscal 2019 and to maintain a significant liquidity position, subject to changes in market conditions that would alter our expectations for land and land development expenditures or capital market transactions, which could increase or decrease our cash balance on a period-to-period basis.

Debt

We generally fulfill our short-term cash requirements with cash generated from operations and available borrowings. Additionally, we maintain the Facility, which had a total capacity of $210.0 million and an available capacity of $105.0 million as of June 30, 2019 after considering our outstanding borrowings backed by the Facility of $105.0 million. We had no letters of credit outstanding under the Facility as of June 30, 2019.

We have also entered into a number of stand-alone, cash secured letter of credit agreements with banks. These combined facilities provide for letter of credit needs collateralized by either cash or assets of the Company. We currently have $14.5 million of outstanding letters of credit under these facilities, which are secured by cash collateral that is maintained in restricted accounts totaling $14.8 million.

In the future, we may from time-to-time seek to continue to retire or purchase our outstanding debt through cash repurchases or in exchange for other debt securities in open market purchases, privately-negotiated transactions, or otherwise. We also may seek to expand our business through acquisition, which may be funded through cash, additional debt, or equity. In addition, any material variance from our projected operating results could require us to obtain additional equity or debt financing. There can be no assurance that we will be able to complete any of these transactions in the future on favorable terms or at all. See Note 7 of the notes to our condensed consolidated financial statements in this Form 10-Q for additional details related to our borrowings.

Credit Ratings

Our credit ratings are periodically reviewed by rating agencies. In June 2019, Moody's reaffirmed the Company's issuer default debt rating of B3 and revised its outlook of the Company from positive to stable. In June 2018, S&P reaffirmed the Company's corporate credit rating of B- and raised its outlook of the Company to positive. In October 2017, Fitch reaffirmed the Company's default rating of B- and revised its outlook from stable to positive. These ratings and our current credit condition affect, among other things, our ability to access new capital. Negative changes to these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt. Our credit ratings could be lowered or rating agencies could issue adverse commentaries in the future, which could have a material adverse effect on our business, financial condition, results of operations, and liquidity. In particular, a weakening of our financial condition, including any further increase in our leverage or decrease in our profitability or cash flows, could adversely affect our ability to obtain necessary funds, could result in a credit rating downgrade or change in outlook, or could otherwise increase our cost of borrowing.

Stock Repurchases and Dividends Paid

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

The Company also repurchased 0.1 million shares of common stock through open market transactions for $0.6 million at an average price per share of $9.54 during the three months ended June 30, 2019, bringing total share repurchases through open market transactions and 10b5-1 plans to 0.7 million shares for $8.1 million at an average price per share of $11.35 for the nine months ended June 30, 2019. The Company made no share repurchases in the prior year. Refer to Note 2 of the notes to the condensed consolidated financial statements for additional discussion of our share repurchases during the period.

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 nine months ended June 30, 2019 or 2018.

Off-Balance Sheet Arrangements and Aggregate Contractual Commitments

As of June 30, 2019, we controlled 21,717 lots. We owned 74.6%, or 16,200 of these lots, and 5,517 of these lots, or 25.4%, were under option contracts with land developers and land bankers, which generally require the payment of cash or the posting of a letter of credit for the right to acquire lots during a specified period of time at a certain price. We historically have attempted to control a portion of our land supply through options. As a result of the flexibility that these options provide us, upon a change in market conditions, we may renegotiate the terms of the options prior to exercise or terminate the agreement. Under option contracts, purchase of the properties is contingent upon satisfaction of certain requirements by us and the sellers, and our liability is generally limited to forfeiture of the non-refundable deposits and other non-refundable amounts incurred, which totaled approximately $75.7 million as of June 30, 2019. The total remaining purchase price, net of cash deposits, committed under all options was $389.8 million as of June 30, 2019. Based on market conditions and our liquidity, we may further expand our use of option agreements to supplement our owned inventory supply.

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

We have historically funded the exercise of lot options with operating cash flows. 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.

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

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

We had outstanding letters of credit and performance bonds of approximately $49.2 million and $286.5 million, respectively, as of June 30, 2019, related principally to our obligations to local governments to construct roads and other improvements in various developments.

Derivative Instruments and Hedging Activities

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

Critical Accounting Policies

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 2018 Annual Report, our most critical accounting policies relate to inventory valuation (projects in progress, land held for future development, and land held for sale), homebuilding revenue and costs, warranty reserves, and income tax valuation allowances and ownership changes. With the exception of the adoption of Accounting Standards Codification Topic 606 as discussed below, there have been no significant changes to our critical accounting policies during the nine months ended June 30, 2019 as compared to the significant accounting policies described in our 2018 Annual Report.

Revenue Recognition

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

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

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

Homebuilding revenue

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

Land sales and other revenue

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

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 “estimate,” “project,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” “likely,” “will,” “goal,” “target” or other similar words or phrases.

These forward-looking statements involve risks, uncertainties and other factors, many of which are outside of our control, that could cause actual events or results to differ materially from the events or results discussed in the forward-looking statements, including, among other things, the matters discussed in this Form 10-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, 2018, as well as Part II, Item 1A of this Form 10-Q. These factors are not intended to be an all-inclusive list of risks and uncertainties that may affect the operations, performance, development and results of our business, but instead are the risks that we currently perceive as potentially being material. Such factors may include:

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

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

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 June 30, 2019, our Junior Subordinated Notes were our only variable-rate debt outstanding. A one percent increase in the interest rate for these notes would result in an increase of our interest expense by approximately $1.0 million over the next twelve-month period. The estimated fair value of our fixed-rate debt as of June 30, 2019 was $1.11 billion, compared to a carrying value of $1.14 billion. The effect of a hypothetical one-percentage point decrease in our estimated discount rates would increase the estimated fair value of the fixed rate debt instruments from $1.11 billion to $1.16 billion as of June 30, 2019.

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 June 30, 2019 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 June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

For a discussion of our share repurchases made during the period, see Note 2 of the notes to the condensed consolidated financial statements and "Part I - Financial Information - Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Stock Repurchases and Dividends Paid" in this Form 10-Q.

Item 6. Exhibits

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	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Labels Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

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:	August 1, 2019	Beazer Homes USA, Inc.		
		By:		/s/ Robert L. Salomon
			Name:	**Robert L. Salomon**
				Executive 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: August 1, 2019

/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, Robert L. Salomon, 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: August 1, 2019

/s/ Robert L. Salomon

Robert L. Salomon
Executive 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 June 30, 2019, accompanying this certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 1, 2019

/s/ Allan P. Merrill

Allan P. Merrill

President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and Section 1350 of Title 18, United States Code, and is not being filed as part of the report or as a separate disclosure document.

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 June 30, 2019, accompanying this certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 1, 2019

/s/ Robert L. Salomon

Robert L. Salomon

Executive Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and Section 1350 of Title 18, United States Code, and is not being filed as part of the report or as a separate disclosure document.