
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BEAZER HOMES USA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

58-2086394
(IRS Employer
Identification Number)

5775 Peachtree Dunwoody Road, Suite B-200
Atlanta Georgia, 30342
(Address of Principal Executive Offices)

Crossmann Communities, Inc. 401(k) Profit Sharing Plan
(Full title of the plans)

David S. Weiss
Executive Vice President and Chief Financial Officer
Beazer Homes USA, Inc.
5775 Peachtree Dunwoody Road, Suite B-200
Atlanta, GA 30342
(404) 250-3420
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:
Elizabeth H. Noe
Paul, Hastings, Janofsky & Walker LLP
600 Peachtree St., Suite 2400
Atlanta, GA 30308
(404) 815-2400

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, \$0.01 par value	10,000	\$78.53	785,300	\$73.00

- Upon a stock split, stock dividend or similar transaction in the future and during the effectiveness of this Registration Statement involving Common Stock of the Registrant, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended.
 - Pursuant to Rule 416(c) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Crossmann Communities, Inc. 401(k) Profit Sharing Plan. Each share of Common Stock includes a right to purchase Junior Participating preferred stock, Series B of the Company. These rights will not be exercisable or evidenced separately from the Common Stock prior to the occurrence of certain defined events.
 - Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(c) based on the average of the high and low prices for the Registrant's common stock as quoted on New York Stock Exchange on April 16, 2002.
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PART I—INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with Section 10(a) of the Securities Act of 1933, as amended (the "Securities Act") and Rules 424 and 428 promulgated under the Securities Act by the Securities and Exchange Commission (the "Commission"), the information called for in Part I this Registration Statement Form S-8 (the "Registration Statement") is not being filed with, or included in, the Registration Statement.

PART II—INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Registrant, are incorporated by reference in this Registration Statement:

- (a) The Registrant's annual report on Form 10-K for the fiscal year ended September 30, 2001;
- (b) The Registrant's quarterly report on Form 10-Q for the quarter ended December 31, 2001
- (c) The Registrant's current report on Form 8-K filed on August 10, 2001 as amended by the Registrant's current report on Form 8-K/A filed on October 15, 2001;
- (d) The Registrant's current report on Form 8-K filed on March 12, 2002;
- (e) The Registrant's current report on Form 8-K filed on April 4, 2002;
- (f) The Registrant's current report on Form 8-K filed on April 4, 2002;
- (g) The Registrant's current report on Form 8-K filed on April 10, 2002;
- (h) The Registrant's current report on Form 8-K filed on April 15, 2002; and
- (i) The description of the Registrant's capital stock contained in the Registrant's Registration Statements on Form 8-A, filed on January 28, 1994 and June 21, 1996 and all amendments to such filings for purposes of updating the descriptions therein.

The information incorporated by reference is considered to be part of this Registration Statement, and information that the Registrant files later with the Commission will automatically update and supersede this information. The Registrant and the Crossmann Communities, Inc. 401(k) Profit Sharing Plan (the "Plan") incorporate by reference any future filings the made by the Registrant or the Plan with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold. Such future filings shall be deemed to be incorporated by reference in the Registration Statement and to be part thereof from the date of filing of such document.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the common stock has been passed upon by Paul, Hastings, Janofsky & Walker LLP, Atlanta, Georgia.

The consolidated financial statements incorporated in this Registration Statement by reference from the Registrant's Annual Report on Form 10-K for the year ended September 30, 2001 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is

incorporated herein by reference and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The combined financial statements of Sanford Homes of Colorado, LLLP and April Corporation incorporated in this Registration Statement by reference to the Registrant's Form 8-K/A dated October 15, 2001 have been audited by KPMG LLP, independent auditors, as stated in their report which is incorporated herein by reference and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

Item 6. Indemnification of Directors and Officers.

Section 102(7) of the Delaware General Corporation Law (the "DGCL") enables a corporation incorporated in the State of Delaware to eliminate or limit, through provisions in its original or amended articles of incorporation, the personal liability of a director for violations of the director's fiduciary duties, except (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any liability imposed pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

Section 145 of the DGCL provides that a corporation incorporated in the State of Delaware may indemnify any person or persons, including officers and directors, who are, or are threatened to be made, parties to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such officer, director, employee, or agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, for criminal proceedings, had no reasonable cause to believe that the challenged conduct was unlawful. A corporation incorporated in the State of Delaware may indemnify officers and directors in an action by or in the right of the corporation

under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must provide indemnification against the expenses that such officer or director actually and reasonably incurred.

The Registrant's Bylaws provide for indemnification of its directors and officers to the fullest extent permitted by the DGCL.

Section 145(g) of the DGCL authorizes a corporation incorporated in the State of Delaware to provide liability insurance for directors and officers for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers of the corporation. The Registrant maintains a policy insuring its directors and officers and directors and officers of its subsidiary companies, to the extent they may be required or permitted to indemnify such directors or officers, against certain liabilities arising from acts or omission in the discharge of their duties that they shall become legally obligated to pay.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibits

- 4.1 Non-standardized Joinder Agreement for McCready and Keene, Inc. 401(k) Basic Regional Prototype Plan (with Revised Options) for Crossmann Communities, Inc. (Incorporated by reference to Exhibit 10.26 to Form 10-Q dated May 10, 1995 filed by Crossmann Communities, Inc. (Commission File No. 0-22562))
- 4.2 McCready and Keene, Inc. 401(k) Basic Regional Prototype Plan Basic Plan Document #03 (Incorporated by reference to Exhibit 10.27 to Form 10-Q dated May 10, 1995 filed by Crossmann Communities, Inc. (Commission File No. 0-22562))
- 4.3 Trust Agreement for Crossmann Communities, Inc. 401(k) Profit Sharing Plan, by and between Crossmann Communities, Inc. and Richard H. Crosser, John Scheumann, and Jennifer Holihen, Trustees (Incorporated by reference to Exhibit 10.28 to Form 10-Q dated May 10, 1995 filed by Crossmann Communities, Inc. (Commission File No. 0-22562))
- 4.4 Amendment Number One to the Non-Standardized Joinder Agreement for the Crossmann Communities, Inc. 401(k) Profit Sharing Plan
- 4.5 Amendment Number Two to the Non-Standardized Joinder Agreement for the Crossmann Communities, Inc. 401(k) Profit Sharing Plan
- 4.6 Amendment Number Three to the Non-Standardized Joinder Agreement for the Crossmann Communities, Inc. 401(k) Profit Sharing Plan
- 4.7 Amendment Number Four to the Non-Standardized Joinder Agreement for the Crossmann Communities, Inc. 401(k) Profit Sharing Plan
- 5.1 Opinion of Paul, Hastings, Janofsky & Walker LLP regarding the legality of the shares being registered
- 23.1 Consent of Deloitte & Touche, LLP
- 23.2 Consent of Paul, Hastings, Janofsky & Walker LLP (contained in Exhibit 5.1)
- 23.3 Consent of KPMG LLP
- 24.1 Power of Attorney (contained on signature page hereto)

Item 9. Undertakings.

The Registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no

more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1) (i) and (1) (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) The Registrant has submitted the Plan to the Internal Revenue Service (the "IRS") in a timely manner and has made all changes required by the IRS in order to qualify the Plan under the Internal Revenue Code of 1986, as amended to date. The Registrant hereby undertakes to submit all amendments to the Plan to the IRS in a timely manner and to make all changes required by the IRS in order to qualify the Plan, as amended, under the Internal Revenue Code of 1986, as amended to date.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on April 18, 2002.

BEAZER HOMES USA, INC.

By: /s/ IAN J. MCCARTHY

 Ian J. McCarthy
 President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Ian J. McCarthy and David S. Weiss, or any one or more of them, his true and lawful attorney-in-fact, for him and in his name, place and stead, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to cause the same to be filed with the Securities and Exchange Commission, hereby granting to said attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things that said attorneys-in-fact may do or cause to be done by virtue of these presents.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

April 18, 2002 By: /s/ BRIAN C. BEAZER

 Date

 Brian C. Beazer, Director and Non-Executive
 Chairman of the Board

April 18, 2002 By: /s/ IAN J. MCCARTHY

 Date

Ian J. McCarthy, Director, President and
Chief Executive Officer
(Principal Executive Officer)

April 18, 2002 By: /s/ DAVID S. WEISS

Date David S. Weiss, Director, Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

April 18, 2002 By: /s/ MICHAEL T. RAND

Date Michael T. Rand, Vice President and Controller
(Principal Accounting Officer)

April 18, 2002 By: /s/ LAURENT ALPERT

Date Laurent Alpert, Director

April 18, 2002 By: /s/ THOMAS B. HOWARD

Date Thomas B. Howard, Director

April 18, 2002 By: /s/ D. E. MUNDELL

Date D.E. Mundell, Director

April 18, 2002 By: /s/ LARRY T. SOLARI

Date Larry T. Solari, Director

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Pursuant to the requirements of the Plan, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia on April 18, 2002.

CROSSMANN COMMUNITIES, INC.
401(K) PROFIT SHARING PLAN

By: /s/ David Weiss

Name: David Weiss

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[CALCULATION OF REGISTRATION FEE](#)

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[SIGNATURES](#)

**AMENDMENT NUMBER ONE
TO THE NON-STANDARDIZED
JOINDER AGREEMENT FOR THE
CROSSMANN COMMUNITIES, INC
401(k) PROFIT SHARING PLAN**

THIS AMENDMENT NUMBER ONE is executed on behalf of Crossmann Communities, Inc. ("Company").

WITNESSETH:

WHEREAS, the Company adopted the Crossmann Communities, Inc. 401(k) Profit Sharing Plan ("Plan"), effective as of February 28, 1991. Such Plan was subsequently amended as of July 1, 1996, including a Joinder Agreement for such Plan specifying the employers which had adopted the Plan;

WHEREAS, pursuant to Section 8.05(a) and (b) of the Plan, certain additional employers have become participating employers under the Plan, and such adoption of the Plan by such employers has been reflected in written resolutions;

WHEREAS, the Company now desires to amend the Joinder Agreement for the Plan to reflect changes which have occurred since the effective date of the most recent Joinder Agreement for such Plan with respect to the list of employers who have adopted the Plan; and

WHEREAS, the Company reserved the right to amend its elections in the Joinder Agreement for Plan pursuant to Section 8.01(b) of the Plan.

NOW, THEREFORE, the Plan is hereby amended, effective as specifically provided herein, as follows:

1. The list of Adopting Employers under Item 1 of the Joinder Agreement for the Plan is hereby amended to be and read as follows:

EMPLOYER	EIN	ADOPTING EMPLOYER
1. Crossmann Communities of Ohio, Inc.	31-1390649	Yes
2. Crossmann Communities Partnership, which includes:	35-1901790	Yes
Deluxe Homes, Inc.	35-1297389	Yes
Deluxe Homes of Lafayette, Inc	35-1683706	Yes
Trimark Homes, Inc	35-183064	Yes
Trimark Development, Inc	35-1807331	Yes
3. Crossmann Mortgage Corp.	35-1898927	Yes
4. Merit Realty	35-1679596	No
5. Cutter Homes, Inc	61-0915273	Yes (special entry date of 8/15/97— granted past service credit for eligibility and vesting)
6. TriMark Realty, Inc		No
7. Crossmann Communities of Tennessee, LLC, which includes:	62-1713158	
Paragon Properties		Yes (entry date of 7/1/99)
Heartland Homes		Yes (entry date of 1/1/99)
8. Crossmann Communities of North Carolina, Inc. (Pinehurst Builders, Inc.)	35-2047531	Yes (special entry date of 7/1/98— granted prior service credit for eligibility and vesting)

2. In all other respects, the Joinder Agreement for the Plan shall be and remain unchanged.

IN WITNESS WHEREOF, Crossmann Communities, Inc. has caused this Amendment Number One to the Joinder Agreement for the Plan to be executed this 14th day of September 1998.

TRUSTEE

CROSSMANN COMMUNITIES, INC.

By: /s/ Jennifer Holihen

By: /s/ Jennifer Holihen

Title: CFO

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[EXHIBIT 4.4](#)

[AMENDMENT NUMBER ONE TO THE NON-STANDARDIZED JOINDER AGREEMENT FOR THE CROSSMANN COMMUNITIES, INC 401\(k\) PROFIT SHARING PLAN](#)

**AMENDMENT NUMBER TWO
TO THE NON-STANDARDIZED
JOINDER AGREEMENT FOR THE
CROSSMANN COMMUNITIES, INC.
401(k) PROFIT SHARING PLAN**

THIS AMENDMENT NUMBER TWO is executed on behalf of Crossmann Communities, Inc. ("Company").

WITNESSETH:

WHEREAS, the Company adopted the Crossmann Communities, Inc. 401(k) Profit Sharing Plan ("Plan"), effective as of February 28, 1991, and such Plan has been subsequently amended from time to time;

WHEREAS, the Company now desires to amend the Joinder Agreement for the Plan to recognize prior service of certain former employees of Homes By Huff & Co., Inc. who become employees of an adopting employer under the Plan; and

WHEREAS, the Company reserved the right to amend its elections in the Joinder Agreement for Plan pursuant to Section 7.12 and 8.01(b) of the Plan.

NOW, THEREFORE, the Plan is hereby amended, effective as specifically provided herein, as follows:

1. Item 16 of the Joinder Agreement for the Plan, regarding eligibility service, is hereby amended by the addition of the following sentence at the end thereof:

"Service with Homes by Huff & Co., Inc. shall be included in years of Eligibility Service for those former employees of Homes by Huff & Co., Inc. who become Employees of an adopting Employer on the date specified in the Asset Purchase Agreement by and among Crossmann Communities, Inc., Crossmann Communities of North Carolina, Inc., Homes by Huff & Co., Inc., Mitchell T. Huff, Thomas A. Huff and Thomas C. Huff ('Closing Date'), as specified on the attached Schedule A."

2. Item 17 of the Joinder Agreement for the Plan, regarding vesting service, is hereby amended by the addition of the following at the end thereof:

"Service with Homes by Huff & Co., Inc. shall be included in years of Vesting Service for those former employees of Homes by Huff & Co., Inc. who become Employees of an adopting Employer on the Closing Date, as specified on the attached Schedule A."

3. In all other respects, the Joinder Agreement for the Plan shall be and remain unchanged.

IN WITNESS WHEREOF, Crossmann Communities, Inc. has caused this Amendment Number Two to the Joinder Agreement for the Plan to be executed this 18th day of June 1999.

TRUSTEE

CROSSMANN COMMUNITIES, INC.

By: /s/ Jennifer Holihen

By: /s/ Jennifer Holihen

Title: CFO

SCHEDULE A

**YEARS OF ELIGIBILITY SERVICE AND
YEARS OF VESTING SERVICE
WITH HOMES BY HUFF & CO., INC.
RECOGNIZED UNDER THE PLAN**

<u>EMPLOYEE NAME</u>	<u>YEARS OF ELIGIBILITY SERVICE</u>	<u>YEARS OF VESTING SERVICE</u>
Mitch Huff	18	100%
Jerry Cleveland	14	100%
Robert Huffman	5	80%
Michelle McJunkin	4	60%
Kevin Cobbs	4	60%
Jay Many	4	60%
Mark Kring	4	60%
Jennifer White	3	40%
Bonnie Richards	3	40%
Ronald Fearington	2	20%
Timothy Creech	2	20%
Scott Greene	2	20%

Robert Williams	2	20%
Christopher Bailey	1	0
James Cirimele	1	0
Jason Gorrin	<1	0
William Daughtry	<1	0
Karey Kilroy	<1	0
Debbie McKenzie	<1	0
Jimmy DeCraersey	<1	0

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[EXHIBIT 4.5](#)

[AMENDMENT NUMBER TWO TO THE NON-STANDARDIZED JOINDER AGREEMENT FOR THE CROSSMANN COMMUNITIES, INC. 401\(k\) PROFIT SHARING PLAN](#)

[SCHEDULE A](#)

[YEARS OF ELIGIBILITY SERVICE AND YEARS OF VESTING SERVICE WITH HOMES BY HUFF & CO., INC. RECOGNIZED UNDER THE PLAN](#)

**AMENDMENT NUMBER THREE
TO THE NON-STANDARDIZED
JOINDER AGREEMENT FOR THE
CROSSMANN COMMUNITIES, INC.
401(k) PROFIT SHARING PLAN**

THIS AMENDMENT NUMBER THREE is executed on behalf of Crossmann Communities, Inc. ("Company"), and Richard H. Crosser, John Scheumann, and Jennifer Holihen, as trustees ("Trustees").

WITNESSETH:

WHEREAS, the Company adopted the Crossmann Communities, Inc. 401(k) Profit Sharing Plan ("Plan"), effective as of February 28, 1991, and such Plan has been subsequently amended from time to time;

WHEREAS, the Company now desires to amend the Joinder Agreement for the Plan to add Trinity Homes, LLC as an adopting employer under the Plan; and

WHEREAS, the Company reserved the right to amend its elections in the Joinder Agreement for Plan pursuant to Sections 7.12 and 8.01(b) of the Plan.

NOW, THEREFORE, the Plan is hereby amended, effective as of January 1, 2001, as follows:

1. The list of Adopting Employers under Item 1 of the Joinder Agreement for the Plan is hereby amended by the addition of the following:

"EMPLOYER	EIN	ADOPTING EMPLOYER
9. Trinity Homes, LLC	35-2023721	Yes (granted prior service credit for eligibility and vesting)"

2. Item 16 of the Joinder Agreement for the Plan, regarding eligibility service, is hereby amended by the addition of the following sentence at the end thereof:

"Service with Trinity Homes, LLC prior to the date Trinity Homes, LLC became an adopting employer under the Plan shall be included in years of Eligibility Service."

3. Item 17 of the Joinder Agreement for the Plan, regarding vesting service, is hereby amended by the addition of the following at the end thereof:

"Service with Trinity Homes, LLC prior to the date Trinity Homes, LLC became an adopting employer under the Plan shall be included in years of Vesting Service."

4. In all other respects, the Joinder Agreement for the Plan shall be and remain unchanged.

IN WITNESS WHEREOF, Crossmann Communities, Inc. and the Trustees for the Plan have caused this Amendment Number Three to the Joinder Agreement for the Plan to be executed this day of December, 2000.

TRUSTEES

CROSSMANN COMMUNITIES, INC.

/s/ Richard H. Crosser

By:

/s/ John Scheumann

Richard H. Crosser

John Scheumann, Chairman and CEO

/s/ John Scheumann

John Scheumann

/s/ Jennifer Holihen

Jennifer Holihen

EXHIBIT 4.6

AMENDMENT NUMBER THREE TO THE NON-STANDARDIZED JOINDER AGREEMENT FOR THE CROSSMANN COMMUNITIES, INC. 401(k) PROFIT SHARING PLAN

**AMENDMENT NUMBER FOUR TO THE
NON-STANDARDIZED JOINDER AGREEMENT FOR THE
CROSSMANN COMMUNITIES, INC.
401(k) PROFIT SHARING PLAN**

THIS AMENDMENT NUMBER FOUR is executed on behalf of Crossmann Communities, Inc. ("Crossmann").

WITNESSETH:

WHEREAS, Crossmann adopted the Crossmann Communities, Inc. 401(k) Profit Sharing Plan (the "Plan"), effective as of February 28, 1991, and such Plan has been subsequently amended from time to time;

WHEREAS, pursuant to the provisions of the Agreement and Plan of Merger among Beazer Homes USA, Inc., Beazer Homes Investment Corp. ("Beazer"), and Crossmann (the "Agreement"), Crossmann shall be merged into Beazer, effective upon the closing of the merger pursuant to the terms of the Agreement (the "Effective Time"), and the surviving corporation shall be Beazer Homes Investment Corp.;

WHEREAS, Crossmann now desires to amend the Joinder Agreement for the Plan to reflect the merger of Crossmann into Beazer, contingent upon actual closing of the merger under the terms of the Agreement; and

WHEREAS, Crossmann reserved the right to amend its elections in the Joinder Agreement for Plan pursuant to Sections 7.12 and 8.01(b) of the Plan.

NOW, THEREFORE, the Plan is hereby amended, effective as of the Effective Time of the merger; provided, however, if no such merger occurs under the terms of the Agreement, this Amendment shall have no effect:

1. All references to "Crossmann Communities, Inc." are hereby deleted in their entirety and replaced with "Beazer Homes Investment Corp."
2. All references to the "Crossmann Communities, Inc. 401(k) Profit Sharing Plan" are hereby deleted in their entirety and replaced with "Beazer Homes Investment Corp. 401(k) Profit Sharing Plan."
3. The Employer Stock Fund shall hold and invest in Beazer Homes USA, Inc. common stock ("Beazer Stock"), and shall cease to hold Crossmann Stock.
4. Each Participant with an interest in the Employer Stock Fund shall have such shares converted into Merger Consideration, as defined under the Agreement, in the form of the "Base Merger Consideration" of cash and Beazer Stock, as specifically provided under Section 2.3(a) of the Agreement.

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IN WITNESS WHEREOF, Crossmann has caused this Amendment Number Four to the Joinder Agreement for the Plan to be executed this 18th day of March, 2002.

CROSSMANN COMMUNITIES, INC.

By: /s/ Jennifer Holihen

Title:

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[EXHIBIT 4.7](#)

[AMENDMENT NUMBER FOUR TO THE NON-STANDARDIZED JOINDER AGREEMENT FOR THE CROSSMANN COMMUNITIES, INC. 401\(k\) PROFIT SHARING PLAN](#)

[Paul Hastings, Janofsky & Walker LLP Letterhead]

April 18, 2002

Beazer Homes USA, Inc.
5775 Peachtree-Dunwoody Road
Suite B-200
Atlanta, Georgia 30342

Re: Registration Statement on Form S-8

Ladies and Gentlemen

This opinion is delivered in our capacity as counsel to Beazer Homes USA, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the proposed registration by the Company of 10,000 shares of common stock, par value \$.01 per share of the Company (the "Shares").

In connection with this opinion, we have examined copies or originals of such documents, resolutions, certificates and instruments of the Company as we have deemed necessary to form a basis for the opinion hereinafter expressed. In addition, we have reviewed certificates of public officials, statutes, records and other instruments and documents as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examination of the foregoing, we have assumed, without independent investigation, (a) the genuineness of all signatures and the authority of all persons or entities signing all documents examined by us, and (b) the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all copies submitted to us as certified, conformed or photostatic copies. With regard to certain factual matters, we have relied, without independent investigation or verification, upon statements and representations of representatives of the Company. We do not express any opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, including statutory and reported decisional law thereunder.

Based upon and subject to the foregoing, we are of the opinion, as of the date hereof, that the Shares have been duly authorized and that the Shares, when issued and delivered in the manner set forth in the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to being named as counsel to the Company in the Registration Statement, to the references therein to our firm under the caption "Interests of Named Experts and Counsel" and to the inclusion of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Paul, Hastings, Janofsky & Walker

PAUL, HASTINGS, JANOFSKY & WALKER LLP

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[EXHIBIT 5.1](#)

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Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Beazer Homes USA, Inc. on Form S-8 of our report dated November 2, 2001, incorporated by reference in the Annual Report on Form 10-K of Beazer Homes USA, Inc. for the year ended September 30, 2001 and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
April 18, 2002

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[Exhibit 23.1](#)

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Beazer Homes USA, Inc. on Form S-8 of our report dated March 23, 2001, except as to note 9, which is as of August 1, 2001, with respect to the combined balance sheet of April Corporation and Sanford Homes of Colorado, LLLP as of December 31, 2000, and the related combined statements of operations, owners' equity and comprehensive income, and cash flows for the year then ended, which report appears in the Form 8-K/A of Beazer Homes USA, Inc. dated August 1, 2001, and to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

KPMG LLP

Denver, Colorado
April 16, 2002

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[Exhibit 23.3](#)