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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 28, 2012

BEAZER HOMES USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
Company or organization)

001-12822
(Commission
File Number)

58-2086934
(I.R.S. Employer
Identification No.)

1000 Abernathy Road, Suite 260
Atlanta, Georgia 30328
(Address of principal executive offices)

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

None
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On February 28, 2012, Beazer Homes USA, Inc. issued a press release announcing that it had amended the terms of its previously announced offers to exchange newly issued shares of its common stock for (i) any and all of its 7.50% Mandatory Convertible Subordinated Notes due 2013 and (ii) any and all of its 7.25% Tangible Equity Units. A copy of the press release relating to the announcement is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

99.1 Press Release dated February 28, 2012

Signatures

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

Date: February 28, 2012

BEAZER HOMES USA, INC.

By: /s/ Kenneth F. Khoury
Kenneth F. Khoury
Executive Vice President, Chief Administrative Officer and
General Counsel

EXHIBIT INDEX

99.1 Press Release dated February 28, 2012

Filed by Beazer Homes USA, Inc.
pursuant to Rule 425 under the Securities Act of 1933 and
deemed filed pursuant to Rule 13e-4(c) under the Securities Exchange Act of 1934
Subject Company: Beazer Homes USA, Inc.
Commission File No. 001 - 12822

Amendment No. 1 to Registration Statement on Form S-4 (No. 333-179488), filed on February 28, 2012



News Release

Beazer Homes USA, Inc. Announces Amendment to Exchange Offers

ATLANTA—(BUSINESS WIRE)—Feb. 28, 2012— Beazer Homes USA, Inc. (NYSE: BZH) announced today that it has amended the terms of its previously announced exchange offers for (i) any and all of its 7.50% Mandatory Convertible Subordinated Notes due 2013 (the “Notes”) and (ii) any and all of its 7.25% Tangible Equity Units (the “Units” and, together with the Notes, the “Subject Securities”). The terms of each exchange offer are being amended to provide that holders of Subject Securities will not receive cash in lieu of fractional shares in the offer. Instead, in the event that an exchange yields a fractional share, in lieu of such fractional share, the Company will round up to the next whole share of the Company’s common stock.

The Notes Exchange Offer

For each \$25 principal amount of Notes validly tendered and accepted in the Notes exchange offer, the holder will receive 5.7348 shares of the Company’s common stock. As of today’s date, \$57.5 million aggregate principal amount of Notes is outstanding.

On January 15, 2013, the mandatory conversion date of the Notes, holders would receive up to a maximum of 5.4348 shares per Note, depending on the trading price of the Company’s common stock at such time. Accordingly, the Notes exchange offer allows tendering holders to receive the maximum number of shares of common stock they could receive on the mandatory conversion date, plus an additional 0.30 shares of common stock (not including any additional shares resulting from rounding up to the next whole share).

The Units Exchange Offer

For each Unit validly tendered and accepted in the Units exchange offer, the holder will receive 4.9029 shares of common stock. As of today’s date, 3,000,000 Units are outstanding.

Each unit is comprised of (i) a prepaid stock purchase contract and (ii) a senior amortizing note due August 15, 2013. As of today’s date, the amortizing notes have an aggregate principal balance of approximately \$7.7 million. At maturity, holders of the prepaid stock purchase contracts would automatically receive up to a maximum of 4.3029 shares per contract, depending on the trading price of the Company’s common stock at such time. Accordingly, the Units exchange offer allows tendering holders to receive the maximum number of shares of common stock they could receive at maturity, plus an additional 0.60 shares of common stock (not including any additional shares resulting from rounding up to the next whole share).

Additional Information

The exchange offers are scheduled to expire at 12:00 a.m., New York City time, on Monday, March 12, 2012, unless either is extended or terminated by the Company in its sole discretion. Tendered Subject Securities may be withdrawn at any time at or before, but not after, such time. The Company expects the settlement date to be promptly following the expiration date and is anticipated to be on March 20, 2012.

A registration statement relating to the exchange offers and the securities offered thereby has been filed with the Securities and Exchange Commission (“SEC”) but has not yet become effective (as it may be amended or supplemented from time to time, the “Registration Statement”). The securities offered in the exchange offers may not be sold nor may offers to buy be accepted prior to the time the Registration Statement becomes effective.

The preliminary prospectus contained in the Registration Statement and the related letters of transmittal that are exhibits thereto set forth a complete description of the terms of the exchange offers. Holders of the Subject Securities are urged to read the preliminary prospectus and related letters of transmittal carefully before making any decision with respect to the exchange offers. Copies of the preliminary prospectus and related letters of transmittal may be obtained from the information agent for the exchange offers described below. The exchange offers are being made only by the prospectus and related letters of transmittal. Investors should read the prospectus because it contains important information. Investors can get such documents and other filed documents for free at the SEC’s web site (www.sec.gov) or by contacting the information agent described below.

Except as to the requirements that the Registration Statement be declared effective by the SEC and that there be no stop orders suspending the effectiveness of such registration statement, which the Company will not waive, the Company may waive the conditions to either of the exchange offers set forth in the preliminary prospectus in its sole and absolute discretion. The exchange offers are not conditioned upon any minimum amount of the Subject Securities being tendered.

Subject to applicable law, the Company may extend or terminate either or both of the exchange offers at any time.

This press release is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the common stock in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. In any jurisdiction where the laws require such offers to be made by a licensed broker or dealer, the offers will be deemed to be made on behalf of the Company by one or more registered broker dealers under the laws of such jurisdiction.

Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC are acting as joint dealer managers for the exchange offers. D.F. King & Co., Inc. is serving as the information agent for the exchange offers. Persons with questions regarding the exchange offers should contact Citigroup Global Markets Inc. at (877) 531-8365 (toll free), Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll free) or D.F. King & Co., Inc. at (800) 859-8509 (toll free) or (212) 269-5550 (collect).

About Beazer Homes USA, Inc.

Beazer Homes USA Inc., headquartered in Atlanta, Georgia, is one of the ten largest single-family homebuilders in the United States. The Company’s industry-leading high performance homes are designed to lower the total cost of home ownership while reducing energy and water consumption. With award-winning floor-plans, the Company offers homes that incorporate exceptional value and quality to consumers in 16 states, including Arizona, California, Delaware, Florida, Georgia, Indiana, Maryland, Nevada, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, Texas, and Virginia. Beazer Homes is listed on The New York Stock Exchange and trades under the ticker symbol “BZH.”

Forward-Looking Statements

This press release contains statements that are not statements of historical fact, including statements related to the terms and timing of the exchange offers and the Company’s ability to achieve the stated purpose of the exchange offers, and constitute forward-looking statements. Words such as “believe,” “anticipate,” “expect,” “intend,” “estimate,” “approximate,” “plan,” “goal” and similar expressions are

intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These statements are not guarantees of future performance, and holders of the Subject Securities should not place undue reliance on forward-looking statements. Although the Company believes these statements are reasonable, forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those projected by such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those disclosed in the Prospectus under the heading "Risk Factors" and in the Company's Annual Report on Form 10-K for the year ended September 30, 2011 under the heading "Risk Factors." This list of factors is not exhaustive, however, and these or other factors, many of which are outside of the Company's control, could have a material adverse effect on the Company and its results of operations. Therefore, holders of the Subject Securities should consider these risk factors with caution and form their own critical and independent conclusions about the likely effect of these risk factors on the Company's future performance. Forward-looking statements speak only as of the date on which the statements are made, and the Company undertakes no obligation to update any forward-looking statement for any reason, even if new information becomes available or other events occur in the future. Holders of the Subject Securities should carefully review the disclosures and the risk factors described in the prospectus and other documents the Company files from time to time with the SEC, including the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements set forth herein.

CONTACT

Beazer Homes USA, Inc.
Carey Phelps, 770-829-3700
Director, Investor Relations & Corporate Communications
investor.relations@beazer.com