

BEAZER HOMES USA INC  
Form S-8  
February 10, 2017

As filed with the Securities and Exchange Commission on February 10, 2017

Registration No. 333-

**UNITED STATES**  
**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)**

**54-2086934**  
**(I.R.S. Employer**  
**Identification No.)**  
**1000 Abernathy Road N.E., Suite 260,**

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**Atlanta, Georgia 30328**

**(Address of Principal Executive Offices) (Zip Code)**

**BEAZER HOMES USA, INC.**

**2014 LONG-TERM INCENTIVE PLAN**

**(Full title of the plan)**

**Kenneth F. Khoury**

**Executive Vice President, Chief Administrative Officer,**

**General Counsel and Corporate Secretary**

**1000 Abernathy Road N.E., Suite 260**

**Atlanta Georgia 30328**

**(Name and address of agent for service)**

**(770) 829-3700**

**(Telephone number, including area code, of agent for service)**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

#### **CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be</b>	<b>Proposed maximum</b>	<b>Proposed maximum</b>	<b>Amount of registration fee (2)</b>
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	<b>registered (1)</b>	<b>offering price</b>	<b>aggregate</b>	
		<b>per share (2)</b>	<b>offering price (2)</b>	
Common Stock, par value \$0.001 per share				
(3)	1,850,000	\$13.27	\$24,540,250	\$2,844.22

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers any additional shares of the Registrant s common stock that may become issuable under the Beazer Homes USA, Inc. 2014 Long-Term Incentive Plan as a result of any stock dividend, stock split, recapitalization or other similar adjustment of the Registrant s common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act. The maximum offering price per share is based on the average of the high and low prices of the common stock of Beazer Homes USA, Inc. as reported on the New York Stock Exchange on February 9, 2017.
- (3) Each share of Common Stock includes one preferred stock purchase right.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed by Beazer Homes USA, Inc., a Delaware corporation (the Company, the Registrant or we ), relating to 1,850,000 shares of the Company s common stock, par value \$0.001 per share (the Common Stock ), to be offered and sold under the Beazer Homes USA, Inc. 2014 Long-Term Incentive Plan (the Plan ), which shares of Common Stock are in addition to the 2,000,000 shares of Common Stock registered pursuant to the Company s Registration Statement on Form S-8 (the Prior Registration Statement ) filed on November 24, 2014 with the Securities and Exchange Commission (the Commission ) (SEC file number 333-200542).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Beazer Homes USA, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 February 10, 2017.

BEAZER HOMES USA, INC.

By: /s/ Allan P. Merrill  
Allan P. Merrill  
President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby severally and individually constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury, each of them severally, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8 and any subsequent registration statement filed by the Registrant pursuant to Rule 462(b) of the Securities Act or to Instruction E to Form S-8, in each case which relates to this Registration Statement, and all instruments necessary or advisable in connection therewith and to file the same with the Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments.

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

<b>Signature</b>	<b>Title</b>	
/s/ Allan P. Merrill	President, Chief Executive Officer and Director (Principal Executive Officer)	February 10, 2017
Allan P. Merrill		
/s/ Robert L. Salomon	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 10, 2017
Robert L. Salomon		
/s/ Stephen P. Zelnak, Jr.	Non-Executive Chairman and Director	February 10, 2017
Stephen P. Zelnak, Jr.		
/s/ Brian C. Beazer	Chairman Emeritus and Director	February 10, 2017

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Brian C. Beazer

/s/ Elizabeth S. Acton

Director

February 10, 2017

Elizabeth S. Acton

/s/ Laurent Alpert	Director	February 10, 2017
Laurent Alpert		
/s/ Peter G. Leemputte	Director	February 10, 2017
Peter G. Leemputte		
/s/ Peter M. Orser	Director	February 10, 2017
Peter M. Orser		
/s/ Norma A. Provencio	Director	February 10, 2017
Norma A. Provencio		
/s/ Danny R. Shepherd	Director	February 10, 2017
Danny R. Shepherd		

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Document</b>
4.1	Beazer Homes USA, Inc. 2014 Long-Term Incentive Plan (incorporated herein by reference to Appendix I of Beazer Homes USA, Inc. s Form DEF 14A filed on December 19, 2016).
5.1	Opinion of King & Spalding LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of King & Spalding LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included on signature pages).