

BEAZER HOMES USA INC
Form 8-A12B
May 05, 2010

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) or 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

BEAZER HOMES USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State of incorporation or organization)

54-2086934

(I.R.S. Employer or Identification No.)

1000 Abernathy Road, Suite 1200

Atlanta, Georgia

(Address of principal executive offices)

30328

(Zip Code)

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

**Title of each class
to be so registered**

7.25% Tangible Equity Units

Name of each exchange on which

each class is to be registered

New York Stock Exchange LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

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Securities Act registration file number to which this form relates: 333-163110

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Beazer Homes USA, Inc. (the Company) is registering its 7.25% Tangible Equity Units (the Units) pursuant to this Form 8-A. A description of the Units is contained under the headings Description of Stock Purchase Contracts and Stock Purchase Units and Description of Units in the prospectus forming a part of the Company's Registration Statement on Form S-3 (Registration Number 333-163110). Such description shall be deemed to be incorporated by reference herein. A description of the Units also is included in the sections captioned Description of the Units, Description of the Purchase Contracts and Description of the Amortizing Notes in the Company's Prospectus Supplement dated May 4, 2010 filed pursuant to Rule 424(b). Such prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

1. Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Form 10-K (File No. 001-12822) filed on December 2, 2008)
2. Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Form 10-K (File No. 001-12822) filed on May 3, 2010)
3. Third Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K (File No. 001-12822) filed on July 1, 2008)
4. Registration Statement on Form S-3 (Registration No. 333-163110) (incorporated herein by reference filed on November 13, 2009, as amended on December 16, 2009)
5. Indenture, between the Company and U.S. Bank National Association as trustee, dated April 17, 2002 (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-4 (File No. 333-92470) filed on July 16, 2002)
6. Form of Debt Security (included in Exhibit 5 herein)
7. Purchase Contract Agreement between the Company and U.S. Bank National Association (to be filed by amendment)
8. Supplemental Indenture, between the Company and U.S. Bank National Association as trustee (to be filed by amendment)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BEAZER HOMES USA, INC.

Date: May 5, 2010

By: /s/ Kenneth F. Khoury
Kenneth F. Khoury

Executive Vice President, General

Counsel and Corporate Secretary