



  
**Beazer**  
Homes

## Mortgage Choices



Phoenix, AZ  
6/23/2014

*"The mortgage company was awesome. The agent kept up with us every week. There was constant communication."*

Atlanta, GA  
5/12/2014

*"We chose to work with one of Beazer's preferred lenders. The lender was extremely helpful, meeting with us in person on several occasions, and was always available to answer any questions. He was also able to provide a lower interest rate than our personal bank."*

# How Are We Doing?

## Choice Plans



Westfield, IN  
10/9/2014

*"I really like the floor plan and the options I was able to choose from. The people are really nice."*

Orlando, FL  
2/7/2014

*"Many of the standard items in Beazer Homes are upgrades with other builders. It was one of the factors that helped me decide to purchase a Beazer home!"*

## Energy Efficiency



Little Elm, TX  
9/24/2014

*"I'm really happy with the quality of the home. Our utility bills are much lower than I expected for a two-story home, and we love our house and would definitely stay with Beazer if we had to move to another part of the country."*

Brownsburg, IN  
4/9/2014

*"I was most satisfied with the quality of the home insulation, as our bills remained reasonable through a very cold winter."*

# Just Ask Our Homebuyers.

## Customer Experience



Dallas, TX  
11/18/2014

*"All of the personnel whom we encountered were very knowledgeable and professional. We would recommend Beazer to anyone who wants to purchase a quality new home."*

Charleston, SC  
9/29/2014

*"I was most satisfied with the customer service; it was great. They were very responsive and answered all of my questions. They finished the home quickly and kept me updated. I love the quality of my home."*

## *Best wishes to Brian Beazer*

*Beazer Homes Chairman since 1994*



*In early February 2015, Brian Beazer will step down as Chairman of the Board of Directors of Beazer Homes, a role that he has held for more than 20 years. While Brian continues to be integrally involved in the governance of the Company, he determined that our resumption of profitable operations at the end of Fiscal 2014 represented an appropriate time to pass the Chairman's gavel to another Director. At the unanimous request of the Company's Board members, Mr. Beazer will be standing for re-election to our Board of Directors at our Annual Meeting of Stockholders on February 4, 2015. If elected, Mr. Beazer has agreed to serve as a Director and as Chairman Emeritus.*

*Mr. Beazer has had an illustrious career. Following in the footsteps of eight prior generations, Brian Beazer joined the family business in 1960 as a builder-trainee in the United Kingdom. He eventually assumed the role of Managing Director for the entire Beazer group of companies, which at that time included businesses active on four continents and engaged in property development, quarrying, cement, building materials, contracting and civil engineering. In 1986, Mr. Beazer saw the economic opportunity to expand into homebuilding in the United States, which led to the initial public offering of this Company in 1994. Since that time, the Company has grown into one of the top homebuilders in the country.*

*As we prepare for this transition, we would like to thank Mr. Beazer for his vision, service and dedication to this Company. His knowledge of the homebuilding business, his respect for others and his tireless efforts to increase shareholder value continue to be invaluable contributions to our success. We continue to uphold the traditions and values that Mr. Beazer has instilled in this Company since its founding, and look forward to the benefit of his input and guidance for many years to come.*



## To Our Shareholders

*At the end of Fiscal 2014, we reached a critical milestone for Beazer Homes and our shareholders. For the first time since 2006, **we recorded positive net income for the full year**. These results reflected the sustained and disciplined efforts of our team to implement the initiatives set forth in our “Path-to-Profitability” plan, which we introduced several years ago. As pleased as we are with this achievement, the best news is that we have set the stage for future growth and expanded profitability in the years to come.*

We remain confident that the gradual recovery in new home sales will gain momentum in the years ahead.

- Long-term demographic trends provide a constructive backdrop, led by the rapid expansion of “Millennial” households and the changing housing requirements of “Baby Boomers.”
- New home affordability remains robust, as low interest rates, home prices below prior peak levels and lower utility bills arising from improved energy efficiency combine to make owning a new home very accessible – and particularly compelling in light of steady increases in rental rates.
- Improvements in employment also bode well for higher levels of new home activity – particularly among first-time homebuyers.

In prior economic recoveries, these factors would have already created a more substantive housing recovery. This time, the recovery has been held back by exceptionally difficult mortgage conditions and low levels of consumer confidence, though both show signs of improvement as we enter Fiscal 2015.

## *The “2B-10” Plan*

In November 2013, we outlined our next set of interim objectives: to reach \$2 billion in revenue with a 10 percent EBITDA margin. We named this our “2B-10” Plan.

**2B**  
**10**

As we outlined at that time, reaching 2B-10 would require improvements in five key metrics including: sales per community per month, average

sales price, community count, homebuilding gross margins and cost leverage (i.e., improving the ratio of selling, general and administrative expenses to total revenue). We are pleased with the progress we have made so far.

### *Revenue and Adjusted EBITDA Growth*

When we introduced our 2B-10 Plan, we had just reported our Fiscal 2013 results. At that time, we had a gap of \$712 million to reach \$2 billion in revenue and 3.3 points in EBITDA margin to reach 10 percent. In dollar terms, we had a gap of about \$114 million of Adjusted EBITDA.

Just one year later, we grew revenue 14 percent to nearly \$1.5 billion, closing 25 percent of the revenue gap despite having a lower active community count virtually all year and a more challenging selling environment than we had expected. We benefited from an increase in our average selling price, which reflected some strategic changes in our business mix as well as some market-related improvements in home prices.

We did even better on profitability. With Adjusted EBITDA of \$128 million for Fiscal 2014, our EBITDA margin grew to 8.8 percent, closing nearly two-thirds of the gap to reach 10 percent in EBITDA margin. Combined, the revenue growth and margin expansion allowed us to report an improvement in Adjusted EBITDA of \$42 million, or almost 40 percent of the gap, in just the first year of our “2B-10” Plan.

### *Sales Per Community Per Month*

During Fiscal 2014, our Company achieved performance above virtually our entire peer group, averaging 2.8 sales per community per month. As a result of a slower-than-expected market recovery, sales per community per month for all industry participants have been constrained.

### *Community Count*

We ended Fiscal 2014 with 155 active communities, which was 16 percent higher than a year earlier. During the past couple of years, we significantly increased our level of land investments in an effort to grow our active community count. We purchased mostly raw and partially developed land in some of the best school districts and most active job markets in the country. As a result of these investments, we expect additional expansion in our community count this year.

### *Average Selling Price*

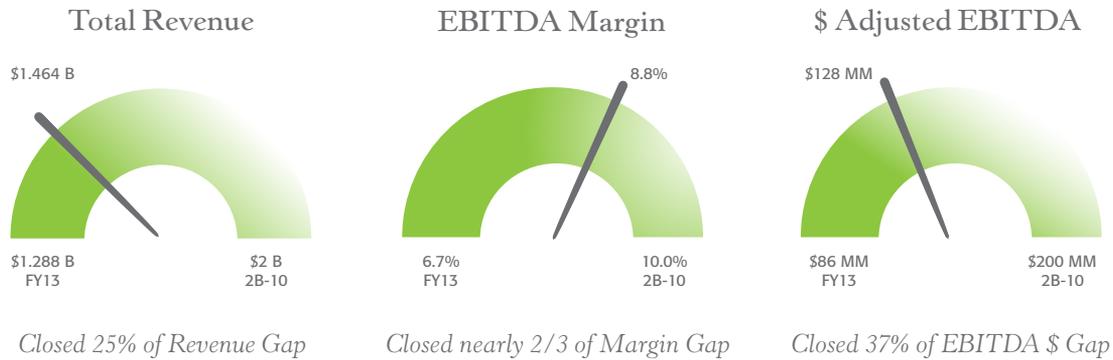
An improving mix of new communities, together with improvements in home prices generally, have led to a significant rise in our average selling price from \$253 thousand last year to \$285 thousand this year. The mix of our new communities is likely to drive our Fiscal year 2015 average selling price even higher.

### *Homebuilding Gross Margin*

During Fiscal 2014, we delivered homebuilding gross margins (excluding impairments, abandonments and interest included in cost of sales) that were 190 basis points higher than a year ago, providing evidence that our efforts to improve our operations are working.

### *Leverage Fixed Costs*

Our selling, general and administrative expenses totaled 13.3 percent of total revenue for Fiscal 2014 compared with 13.5 percent a year ago. As we bring more communities active, we anticipate our revenue will rise, allowing us to further improve our cost leverage.

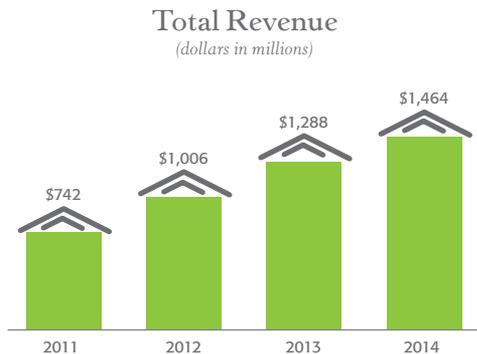


### Financial Summary

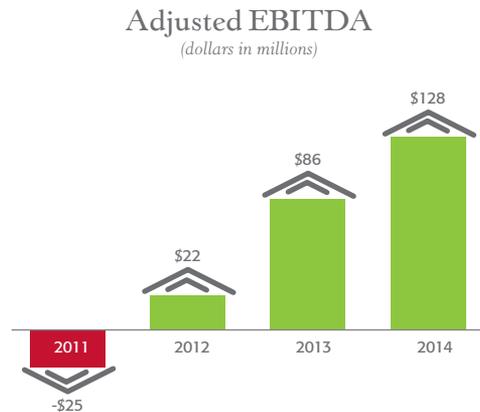
Beazer Homes USA, Inc.

(Total Revenue dollars in millions, Average Selling Price dollars in thousands)

Year Ended September 30,	2011	2012	2013	2014
<b>Continuing Operations Data</b>				
Home Orders	3,927	4,901	5,026	4,748
Home Closings	3,249	4,428	5,056	4,951
Total Revenue	\$ 742	\$ 1,006	\$ 1,288	\$ 1,464
Average Selling Price	\$ 219	\$ 225	\$ 253	\$ 285
Homebuilding Gross Margin*	17.2%	17.7%	20.0%	21.9%
Net Income (Loss) Per Share	\$ (13.53)	\$ (7.34)	\$ (1.30)	\$ 1.10



Solid improvement in sales per community per month and much higher average selling prices due to a better mix of communities led to 97% growth in total revenue.



Strong growth in homebuilding gross margins\* and increased cost leverage drove significant improvement in Adjusted EBITDA.

\*Excluding impairments, abandonments and interest included in cost of sales.

## *The Beazer Difference*

We are constantly updating and improving the homes we offer. In fact, we believe that buying a Beazer home provides the best new home value of any offering in the industry. Specifically, we emphasize three key pillars of differentiation:



***Mortgage Choice*** – We attempt to create a less stressful mortgage application process for our customers by selecting a preferred set of lenders based on quality customer service, available loan programs and competitive rates. These lenders then compete to earn our customers' business, which allows each buyer to select the right mortgage and lender for his or her purchase.



***Choice Plans*** – With “Beazer Choice Plans,” we package the most frequently chosen floor plan options for primary living areas and provide easy ways to configure those spaces to best fit the buyer’s needs and desires – all at no additional charge.



***Energy Efficiency*** – Beazer was an early leader and continues to build a very energy-efficient home. Every Beazer home is ENERGY STAR® certified and rated, meaning that our homeowners can save up to 30 percent on monthly energy use. In honor of our high-quality construction practices, we were very pleased to receive the U.S. Environmental Protection Agency’s ENERGY STAR Partner of the Year Award for 2014.

## *Conclusion*

We want to thank you for your continued support as the U.S. housing industry continues to recover from one of the deepest and longest downturns ever faced. We were very pleased to deliver profitable results for Fiscal 2014, and are confident that the steps we took to improve our operations and bring the Company back to profitability have created a foundation for further growth and additional profitability in the years ahead.

Sincerely,

Brian C. Beazer  
Non-Executive Chairman of the Board

Allan P. Merrill  
President and Chief Executive Officer

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

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**FORM 10-K**

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

For the fiscal year ended September 30, 2014  
or

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

Commission File Number 001-12822

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**BEAZER HOMES USA, INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**58-2086934**

(I.R.S. employer  
Identification no.)

**1000 Abernathy Road, Suite 260,  
Atlanta, Georgia**

(Address of principal executive offices)

**30328**

(Zip Code)

**(770) 829-3700**

(Registrant's telephone number, including area code)

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

<b>Title of Securities</b>	<b>Exchanges on Which Registered</b>
Common Stock, \$.001 par value per share	New York Stock Exchange
Series A Junior Participating Preferred Stock Purchase Rights	New York Stock Exchange
7.50% Tangible Equity Units	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES  NO

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  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 (Check One):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant (26,721,886 shares) as of March 31, 2014, based on the closing sale price per share as reported by the New York Stock Exchange on such date, was \$536,575,471.

<u>Class</u>	<u>Outstanding at November 11, 2014</u>
Common Stock, \$0.001 par value	27,167,178

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2015 Annual Meeting of Stockholders

**Part of 10-K  
where incorporated**

III

**BEAZER HOMES USA, INC.**  
**FORM 10-K**  
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References to “we,” “us,” “our,” “Beazer”, “Beazer Homes” and the “Company” in this annual report on Form 10-K refer to Beazer Homes USA, Inc.

## **FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains forward-looking statements. These forward-looking statements represent our expectations or beliefs concerning future events, and it is possible that the results described in this annual report will not 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. All forward-looking statements are based upon information available to us on the date of this annual report.

These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of our control, that could cause actual results to differ materially from the results discussed in the forward-looking statements, including, among other things, the matters discussed in this annual report 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 in performance is contained in Part I, Item 1A— Risk Factors. These factors are not intended to be an all-encompassing 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 availability and cost of land and the risks associated with the future value of our inventory such as additional asset impairment charges or writedowns;
- economic changes nationally or in local markets, including changes in consumer confidence, declines in employment levels, inflation and increases in the quantity and decreases in the price of new homes and resale homes in the market;
- the cyclical nature of the homebuilding industry and a potential deterioration in homebuilding industry conditions;
- estimates related to homes to be delivered in the future (backlog) are imprecise as they are subject to various cancellation risks which cannot be fully controlled;
- shortages of or increased prices for labor, land or raw materials used in housing production;
- our cost of and ability to access capital and otherwise meet our ongoing liquidity needs including the impact of any downgrades of our credit ratings or reductions in our tangible net worth or liquidity levels;
- our ability to comply with covenants in our debt agreements or satisfy such obligations through repayment or refinancing;
- a substantial increase in mortgage interest rates, increased disruption in the availability of mortgage financing, a change in tax laws regarding the deductibility of mortgage interest, or an increased number of foreclosures;
- increased competition or delays in reacting to changing consumer preference in home design;
- factors affecting margins such as decreased land values underlying land option agreements, increased land development costs on communities under development or delays or difficulties in implementing initiatives to reduce production and overhead cost structure;
- estimates related to 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 and governmental policies;
- the results of litigation or government proceedings and fulfillment of the obligations in the consent orders with governmental authorities and other settlement agreements;
- the impact of construction defect and home warranty claims;
- the cost and availability of insurance and surety bonds;
- the performance of our unconsolidated entities and our unconsolidated entity partners;
- delays in land development or home construction resulting from adverse weather conditions;
- the impact of information technology failures or data security breaches;
- effects of changes in accounting policies, standards, guidelines or principles; or
- terrorist acts, acts of war and other factors over which the Company has little or no control.

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 for management to predict all such factors.

## PART I

### Item 1. Business

We are a geographically diversified homebuilder with active operations in 16 states within three geographic regions in the United States: West, East and Southeast. Our homes are designed to appeal to homeowners at various 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.

Our principal executive offices are located at 1000 Abernathy Road, Suite 260, Atlanta, Georgia 30328, telephone (770) 829-3700. We also provide information about our active communities through our Internet website located at [www.beazer.com](http://www.beazer.com). Information on our website is not a part of and shall not be deemed incorporated by reference in this report.

### Industry Overview and Current Market Conditions

The sale of new homes has been and will likely remain a large industry in the United States for four primary reasons: historical growth in both population and households, demographic patterns that indicate an increased likelihood of home ownership as age and income increase, job creation within geographic markets that necessitate new home construction and consumer demand for home features that can be more easily provided in a new home than an existing home.

In any year, the demand for new homes is closely tied to job growth, the availability and cost of mortgage financing, the supply of new and existing homes for sale and, importantly, consumer confidence. Consumer confidence is perhaps the most important of these demand variables and is the hardest one to predict accurately because it is a function of, among other things, consumers' views of their employment and income prospects, recent and likely future home price trends, localized new and existing home inventory, the level of current and near-term interest and mortgage rates, the availability of consumer credit, valuations in stock and bond markets and other geopolitical factors. In general, high levels of employment, significant affordability and low new home and resale home inventories contribute to a strong and growing homebuilding market environment.

We believe that the homebuilding industry is in the early stages of a long-term, multi-year recovery. Solid traffic levels in our new home models and sales centers along with favorable market fundamentals and demographics provide confidence that the homebuilding sales environment will continue to improve.

In November 2013, we introduced our multi-year "2B-10" Plan to reach \$2 billion in revenue with a 10% Adjusted EBITDA margin. We expect the attainment of these objectives to involve improvements in 5 key metrics including:

- Sales per community per month,
- Active community count,
- Average selling price,
- Homebuilding gross margin, and
- Cost leverage as measured by selling, general and administrative expenses as a percentage of total revenue.

During fiscal 2014, we made significant progress on several of our "2B-10" metrics and expect to make further improvements during fiscal 2015.

### Long-Term Business Strategy

We have developed a long-term business strategy which focuses on the following elements in order to provide a wide range of homebuyers with quality homes while maximizing returns on our invested capital over the course of a housing cycle:

*Geographic Diversification in Growth Markets.* We compete in a large number of geographically diverse markets in an attempt to reduce our exposure to any particular regional economy. Within these markets, we build homes in a variety of new home communities. We continually review our selection of markets based on both aggregate demographic information and our own operating results. We use the results of these reviews to re-allocate our investments to those markets where we believe we can maximize our profitability and return on capital over the next several years.

*Diversity of Product Offerings.* Our product strategy further entails addressing the needs of an increasingly diverse profile of home buyers. Within each of our markets we determine the profile of buyers we hope to address and design neighborhoods and homes with the specific needs of those buyers in mind. Depending on the market, we attempt to address one or more of the following categories of home buyers: entry-level, move-up or retirement-oriented. Within these buyer groups, we have developed detailed targeted buyer profiles based on demographic and psychographic data including information about their marital and family status, employment, age,

affluence, special interests, media consumption and distance moved. Recognizing that our customers want to choose certain components of their new home, we offer a limited number of structural options on most homes, as well as the use of design studios in most of our markets. These design studios allow the customer to select certain non-structural options for their homes such as cabinetry, flooring, fixtures, appliances and wall coverings.

*Differentiated Process.* Our strategy has three specific tenets: energy efficiency, personalization and lender choice. We engineer our homes for energy-efficiency, cost savings and comfort. Using the ENERGYSTAR™ standards as our minimum performance criteria, our homes reduce the impact on the environment while decreasing our homebuyers' annual operating costs. In response to consumers' desire to reflect their personal preferences and lifestyle in their homes, we continue to evolve our floor plans based on market opportunity and demand. We create base plans that meet most homebuyers' needs but also give the homebuyer the flexibility to change how the home lives through choices in structural and design options. To address the homebuyers' perceived challenge of securing a mortgage, we facilitate the process by making available a small number of preferred lenders who offer a comprehensive set of mortgage products, competitive rates and outstanding customer service.

*Consistent Use of National Brand.* Our homebuilding and marketing activities are conducted under the name of Beazer Homes in each of our markets. We believe that the Beazer Homes® trademark has significant value and is an important factor in the marketing of our homebuilding activities and business. We utilize a single brand name across our markets in order to better leverage our national and local marketing activities. Using a single brand has allowed us to execute successful national marketing campaigns and online marketing practices.

*Operational Scale Efficiencies.* Beyond marketing advantages, we attempt to create both national and local scale efficiencies as a result of the scope of our operations. On a national basis we are able to achieve volume purchasing advantages in certain product categories, share best practices in construction, marketing, planning and design among our markets, respond to telephonic and online customer inquiries and leverage our fixed costs in ways that improve profitability. On a local level, while we are not generally the largest builder within our markets, we do attempt to be a major participant within our selected submarkets and targeted buyer profiles. There are further design, construction and cost advantages associated with having strong market positions within particular markets.

*Balanced Land Policies.* We seek to maximize our return on capital by carefully managing our investment in land. To reduce the risks associated with investments in land, we sometimes use options to control land. We may acquire lots from various development and land banking entities pursuant to purchase and option agreements. We generally do not speculate in land which does not have the benefit of entitlements providing basic development rights to the owner.

## Reportable Business Segments

In our homebuilding operations, we design, sell and build single-family and multi-family homes in the following geographic regions which are presented as reportable segments.

Segment/State	Market(s)/Year Entered
<b><i>Homebuilding - West:</i></b>	
Arizona	Phoenix (1993)
California	Los Angeles County (1993), Orange County (1993), Riverside and San Bernardino Counties (1993), San Diego County (1992), Ventura County (1993), Sacramento (1993), Kern County (2005)
Nevada	Las Vegas (1993)
Texas	Dallas/Ft. Worth (1995), Houston (1995)
<b><i>Homebuilding - East:</i></b>	
Indiana	Indianapolis (2002)
Maryland/Delaware	Baltimore (1998), Metro-Washington, D.C. (1998), Delaware (2003)
New Jersey/Pennsylvania/New York	Central and Southern New Jersey (1998), Bucks County, PA (1998), Orange County, NY (2011)
Tennessee	Nashville (1987)
Virginia	Fairfax County (1998), Loudoun County (1998), Prince William County (1998)
<b><i>Homebuilding - Southeast:</i></b>	
Florida	Tampa/St. Petersburg (1996), Orlando (1997)
Georgia	Atlanta (1985), Savannah (2005)
North Carolina	Raleigh/Durham (1992)
South Carolina	Charleston (1987), Myrtle Beach (2002)

The results of operations of all of the homebuilding markets we have exited are reported as discontinued operations in our Consolidated Statements of Operations.

## Seasonal and Quarterly Variability

Our homebuilding operating cycle generally reflects higher levels of new home order activity in the second and third fiscal quarters and increased closings in the third and fourth fiscal quarters. However, during periods of an economic downturn in the industry such as we have experienced in recent years, decreased revenues and closings as compared to prior periods including prior quarters, will typically reduce seasonal patterns.

## Markets and Product Description

We evaluate a number of factors in determining which geographic markets to enter as well as which consumer segments to target with our homebuilding activities. We attempt to anticipate changes in economic and real estate conditions by evaluating such statistical information as the historical and projected growth of the population; the number of new jobs created or projected to be created; the number of housing starts in previous periods; building lot availability and price; housing inventory; level of competition; and home sale absorption rates.

We generally seek to differentiate ourselves from our competition in a particular market with respect to customer service, product type, incorporating energy efficient features, and design and construction quality. We maintain the flexibility to alter our product mix within a given market, depending on market conditions. In determining our product mix, we consider demographic trends, demand for a particular type of product, consumer preferences, margins, timing and the economic strength of the market. Although some of our homes are priced at the upper end of the market, and we offer a selection of amenities and home customization options, we generally do not build "custom homes." We attempt to maximize efficiency by using standardized design plans whenever possible. In all of our home offerings, we attempt to maximize customer satisfaction by incorporating quality and energy-efficient materials, distinctive design features, convenient locations and competitive prices.

The following table summarizes certain operating information of our reportable homebuilding segments and our discontinued homebuilding operations as of and for the fiscal years ended September 30, 2014, 2013 and 2012. Please see “*Management’s Discussion and Analysis of Results of Operations and Financial Condition*” in Item 7 below for additional information.

(\$ in thousands)	2014		2013		2012	
	Number of Homes Closed	Average Closing Price	Number of Homes Closed	Average Closing Price	Number of Homes Closed	Average Closing Price
West	1,996	\$ 269.1	2,277	\$ 238.7	1,883	\$ 205.3
East	1,600	328.4	1,629	296.2	1,506	266.8
Southeast	1,355	256.3	1,150	220.2	1,039	199.9
Continuing Operations	4,951	\$ 284.8	5,056	\$ 253.0	4,428	\$ 224.9
Discontinued Operations	—	\$ —	—	\$ —	19	\$ 219.6

(\$ in thousands)	September 30, 2014		September 30, 2013		September 30, 2012	
	Units in Backlog	Dollar Value in Backlog	Units in Backlog	Dollar Value in Backlog	Units in Backlog	Dollar Value in Backlog
West	557	\$ 154,946	738	\$ 200,532	839	\$ 184,754
East	600	208,182	661	210,066	747	223,050
Southeast	533	152,748	494	117,544	337	71,276
Continuing Operations	1,690	\$ 515,876	1,893	\$ 528,142	1,923	\$ 479,080
Discontinued Operations	—	\$ —	—	\$ —	—	\$ —
ASP in backlog (in thousands)		\$ 305.3		\$ 279.0		\$ 249.1

## Corporate Operations

We perform all or most of the following functions at our corporate office:

- evaluate and select geographic markets;
- allocate capital resources to particular markets for land acquisitions;
- maintain and develop relationships with lenders and capital markets to create access to financial resources;
- maintain and develop relationships with national product vendors;
- operate and manage information systems and technology support operations; and
- monitor the operations of our subsidiaries and divisions.

We allocate capital resources necessary for new investments in a manner consistent with our overall business strategy. We will vary the capital allocation based on market conditions, results of operations and other factors. Capital commitments are determined through consultation among selected executive and operational personnel, who play an important role in ensuring that new investments are consistent with our strategy. Centralized financial controls are also maintained through the standardization of accounting and financial policies and procedures.

## Field Operations

The development and construction of each new home community is managed by our operating divisions, each of which is generally led by a market leader who, in most instances, reports directly to our Chief Executive Officer. Together with our operating divisions, our field teams are equipped with the skills to complete the functions of identification of land acquisition opportunities, land entitlement, land development, home construction, marketing, sales, warranty service and certain purchasing and planning/design functions. The accounting and accounts payable functions of our field operations are concentrated in our national accounting center.

## **Land Acquisition and Development**

Generally, the land we acquire is purchased only after necessary entitlements have been obtained so that we have the right to begin development or construction as market conditions dictate.

In a very small number of situations, we will purchase property without all necessary entitlements where we perceive an opportunity to build on such property in a manner consistent with our strategy. The term “entitlements” refers to subdivision approvals, development agreements, tentative maps or recorded plats, depending on the jurisdiction within which the land is located. Entitlements generally give a developer the right to obtain building permits upon compliance with conditions that are usually within the developer's control. Although entitlements are ordinarily obtained prior to the purchase of land, we are still required to obtain a variety of other governmental approvals and permits during the development process.

We select our land for development based upon a variety of factors, including:

- internal and external demographic and marketing studies;
- suitability for development during the time period of one to five years from the beginning of the development process to the last closing;
- financial review as to the feasibility of the proposed project, including profit margins and returns on capital employed;
- the ability to secure governmental approvals and entitlements;
- environmental and legal due diligence;
- competition in the area;
- proximity to local traffic corridors and amenities; and
- management's judgment of the real estate market and economic trends and our experience in a particular market.

We generally purchase land or obtain an option to purchase land, which, in either case, requires certain site improvements prior to construction. Where required, we then undertake or, in the case of land under option, the grantor of the option then undertakes, the development activities (through contractual arrangements with local developers), which include site planning and engineering, as well as constructing road, sewer, water, utilities, drainage and recreational facilities and other amenities. When available in certain markets, we also buy finished lots that are ready for construction. During fiscal years 2014 and 2013, we aggressively pursued land acquisition opportunities in an effort to increase our number of active communities, spending approximately \$551 million and \$475 million, respectively, for land acquisition and development. As a result, our active community count at September 30, 2014 grew to 155 from 134 a year ago.

We strive to develop a design and marketing concept for each of our communities, which includes determination of size, style and price range of the homes, layout of streets, layout of individual lots and overall community design. The product line offered in a particular new home community depends upon many factors, including the housing generally available in the area, the needs of a particular market and our cost of lots in the new home community. We are, however, often able to use standardized home design plans.

## **Option Contracts**

We acquire certain lots by means of option contracts from various sellers including land banking entities. Option contracts generally require the payment of a cash deposit or issuance of a letter of credit for the right to acquire lots during a specified period of time at a fixed or variable price.

Under 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, which aggregated approximately \$43.5 million at September 30, 2014. At September 30, 2014, future amounts under option contracts aggregated approximately \$420.5 million, net of cash deposits.

The following table sets forth, by reportable segment, land controlled by us as of September 30, 2014:

	Lots Owned						Total Lots Under Contract	Total Lots Controlled
	Homes Under Construction (1)	Finished Lots	Lots Under Development	Lots Held for Future Development	Land Held for Sale	Total Lots Owned		
<b>West</b>								
Arizona	96	439	482	46	1	1,064	—	1,064
California	86	59	1,234	3,241	44	4,664	54	4,718
Nevada	54	497	496	791	—	1,838	—	1,838
Texas	421	709	2,290	—	216	3,636	2,249	5,885
Total West	657	1,704	4,502	4,078	261	11,202	2,303	13,505
<b>East</b>								
Indiana	164	381	809	—	100	1,454	—	1,454
Maryland	190	352	960	462	282	2,246	1,714	3,960
New Jersey	71	—	190	116	—	377	—	377
Tennessee	74	74	712	—	101	961	402	1,363
Virginia	54	127	215	—	—	396	193	589
Total East	553	934	2,886	578	483	5,434	2,309	7,743
<b>Southeast</b>								
Georgia	18	94	569	—	—	681	123	804
Florida	224	692	885	33	116	1,950	700	2,650
North Carolina	73	143	63	21	—	300	497	797
South Carolina	156	341	1,717	68	1	2,283	241	2,524
Total Southeast	471	1,270	3,234	122	117	5,214	1,561	6,775
Discontinued Operations	—	—	—	—	164	164	—	164
<b>Total</b>	<b>1,681</b>	<b>3,908</b>	<b>10,622</b>	<b>4,778</b>	<b>1,025</b>	<b>22,014</b>	<b>6,173</b>	<b>28,187</b>

(1) The category "Homes Under Construction" represents lots upon which construction of a home has commenced, including model homes.

The following table sets forth, by reportable segment, land held for development, land held for future development and land held for sale as of September 30, 2014:

(In thousands)	Land Under Development	Land Held for Future Development	Land Held for Sale
West	\$ 358,448	\$ 260,898	\$ 10,026
East	236,271	29,239	34,530
Southeast	192,049	10,911	4,821
Discontinued Operations	—	—	2,295
Total	\$ 786,768	\$ 301,048	\$ 51,672

#### Investments in Marketable Securities and Unconsolidated Entities

We have an equity investment in American Homes 4 Rent (AMH) resulting from the sale of our interest in Beazer Pre-Owned Rental Homes, a real estate investment trust (REIT) founded by the Company. We account for this investment as a marketable security.

We also participate in a number of joint ventures and other investments in which we have less than a controlling interest. We enter into the majority of these investments 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 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.

Our unconsolidated entities periodically obtain secured acquisition and development financing. At September 30, 2014, our unconsolidated entities had borrowings outstanding totaling \$11.3 million. In the past, we and our partners have provided varying levels of guarantees of debt or other obligations for our unconsolidated entities. As of September 30, 2014, we have no repayment guarantees outstanding related to the debt of our unconsolidated entities. See Note 3 to the consolidated financial statements for further information.

Our consolidated balance sheets include investments in marketable securities and unconsolidated entities totaling \$38.3 million and \$45.0 million at September 30, 2014 and September 30, 2013, respectively.

## **Construction**

We typically act as the general contractor for the construction of our new home communities. Our project development operations are controlled by our operating divisions, whose employees supervise the construction of each new home community, coordinate the activities of subcontractors and suppliers, subject their work to quality and cost controls and assure compliance with zoning and building codes. We specify that quality, durable materials be used in the construction of our homes. Our subcontractors follow design plans prepared by architects and engineers who are retained or directly employed by us and whose designs are geared to the local market. Our home plans are created in a collaborative effort with industry leading architectural firms, allowing us to stay current in our home designs with changing trends, as well as to expand our focus on value engineering without losing design value to our customers.

Subcontractors typically are retained on a project-by-project basis to complete construction at a fixed price. Agreements with our subcontractors and materials suppliers are generally entered into after competitive bidding. In connection with this competitive bid process, we obtain information from prospective subcontractors and vendors with respect to their financial condition and ability to perform their agreements with us. We do not maintain significant inventories of construction materials, except for materials being utilized for homes under construction. We have numerous suppliers of raw materials and services used in our business, and such materials and services have been, and continue to be, available. Material prices may fluctuate, however, due to various factors, including demand or supply shortages, which may be beyond the control of our vendors. Whenever possible, we enter into regional and national supply contracts with certain of our vendors. We believe that our relationships with our suppliers and subcontractors are good.

Construction time for our homes depends on the availability of labor, materials and supplies, product type and location. Homes are designed to promote efficient use of space and materials, and to minimize construction costs and time. In all of our markets, construction of a home is typically completed within three to six months following commencement of construction. At September 30, 2014, excluding models, we had 1,467 homes at various stages of completion of which 1,011 were under contract and included in backlog at such date and 456 homes (205 were substantially completed and 251 under construction) were not under a sales contract, either because the construction of the home was begun without a sales contract or because the original sales contract had been canceled.

## **Warranty Program**

For certain homes sold through March 31, 2004 (and in certain markets through July 31, 2004), we self-insured our warranty obligations through our wholly-owned risk retention group. We continue to maintain reserves to cover potential claims on homes covered under this warranty program. Beginning with homes sold on or after April 1, 2004 (August 1, 2004 in certain markets), our warranties are issued, administered and insured, subject to applicable self-insured retentions, by independent third parties. We currently provide a limited warranty (ranging from one to two years) covering workmanship and materials per our defined performance quality standards. In addition, we provide a limited warranty (generally ranging from a minimum of five years up to the period covered by the applicable statute of repose) covering only certain defined construction defects. We also provide a defined structural warranty with single-family homes and townhomes in certain states.

Since we subcontract our homebuilding work to subcontractors whose contracts generally include an indemnity obligation and a requirement that certain minimum insurance requirements be met, including providing us with a certificate of insurance prior to receiving payments for their work, many claims relating to workmanship and materials are the primary responsibility of our subcontractors.

In addition, we maintain third-party insurance, subject to applicable self-insured retentions, for most construction defects that we encounter in the normal course of business. We believe that our warranty and litigation accruals and third-party insurance are adequate to cover the ultimate resolution of our potential liabilities associated with known and anticipated warranty and construction defect related claims and litigation. Please see “*Management’s Discussion and Analysis of Results of Operations and Financial Condition*” and Note 9, “Contingencies” to the Consolidated Financial Statements for additional information. There can be no assurance, however, that the terms and limitations of the limited warranty will be effective against claims made by the homebuyers, that we will be able to renew our insurance coverage or renew it at reasonable rates, that we will not be liable for damages, the cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence or building related claims or that claims will not arise out of events or circumstances not covered by insurance and/or not subject to effective indemnification agreements with our subcontractors.

## **Marketing and Sales**

We make extensive use of online and traditional advertising vehicles and other promotional activities, including our Internet website (www.beazer.com), our mobile site (m.beazer.com), real estate listing sites, search engine marketing, social media, brochures, direct marketing and directional billboards located in the immediate areas of our developments. In connection with these marketing vehicles, we have registered or applied for registration of trademarks and Internet domain names, including Beazer Homes® for use in our business.

We normally build, decorate, furnish and landscape model homes for each community and maintain on-site sales offices. At September 30, 2014, we maintained and owned 214 model homes. We believe that model homes play a particularly important role in our selling efforts.

We generally sell our homes through commissioned new home sales counselors (who typically work from the sales offices located in the model homes used in the subdivision) as well as through independent brokers. Our personnel are available to assist prospective homebuyers by providing them with floor plans, price information, tours of model homes, and a detailed explanation of the energy-efficient features and associated savings opportunities. The selection of interior features is a principal component of our marketing and sales efforts. Sales personnel are trained by us and participate in a structured training program to be updated on sales techniques, product enhancements, competitive products in the area, construction schedules and Company policies including compliance, which management believes results in a sales force with extensive knowledge of our operating policies and housing products. Our policy also provides that sales personnel be licensed real estate agents where required by law. Depending on market conditions, we also at times begin construction on a number of homes for which no signed sales contract exists. The use of an inventory of such homes satisfies the requirements of relocated personnel, first time buyers and of independent brokers, who often represent customers who require a completed home within 60 days. We sometimes use various sales incentives in order to attract homebuyers. The use of incentives depends largely on local economic and competitive market conditions.

### *Differentiating Beazer Homes*

We know that our buyers have many choices when considering their home purchases. So, to help us achieve the operational objectives we just outlined, we have identified three strategic pillars, which differentiate Beazer's homes from both used homes and other newly built homes including:

*Mortgage Choices* - Most of our buyers need to arrange financing in order to purchase a new home. Unlike our major competitors, we do not have an in-house mortgage company. Instead, in every Beazer community, we've identified a group of preferred lenders that provide a comprehensive product portfolio, competitive rates and fees, and outstanding customer service. We encourage those lenders to compete for our customers' business, which is a unique program among national homebuilders and enables our customers to secure the mortgage program that best fits their needs with great service and highly competitive rates and fees.

*Choice Plans* - Every family lives in their home differently. That's why we created Choice Plans. These floor plans allow buyers to choose how core living areas, like the kitchen and master bathroom, are configured at no extra cost. Whether our buyers choose a downstairs office, or an expanded family room, our plans are designed for the way a buyer wants to live.

*Energy Efficiency* - Nearly all newly built homes afford buyers a substantial reduction in utility bills due to their modern, energy efficient construction and materials. That's a feature a used home cannot match. At Beazer, we go even further, by providing every buyer with an energy rating for their home, completed by a qualified third party rating company.

## **Customer Financing**

We do not provide mortgage origination services. Unlike many of our peers, we have no interest in any lender and are able to promote real competition among lenders on behalf of our customers. Approximately 89% of our fiscal 2014 customers elected to finance their home purchases. See Item 3 - Legal Proceedings for discussion of the investigations and litigation related to our prior mortgage origination business (Beazer Mortgage).

## **Competition**

The development and sale of residential properties is highly competitive and fragmented. We compete for residential sales on the basis of a number of interrelated factors, including location, reputation, amenities, design, quality and price, with numerous large and small homebuilders, including some homebuilders with nationwide operations and greater financial resources and/or lower costs than us. We also compete for residential sales with individual resales of existing homes and available rental housing.

We utilize our experience within our geographic markets and breadth of product line to vary our regional product offerings to reflect changing market conditions. We strive to respond to market conditions and to capitalize on the opportunities for advantageous land acquisitions in desirable locations. To further strengthen our competitive position, we rely on quality design, construction and service to provide customers with a higher measure of home.

## **Government Regulation and Environmental Matters**

Generally, our land is purchased with entitlements, giving us the right to obtain building permits upon compliance with specified conditions, which generally are within our control. The length of time necessary to obtain such permits and approvals affects the carrying costs of unimproved property acquired for the purpose of development and construction. In addition, the continued effectiveness of permits already granted is subject to factors such as changes in policies, rules and regulations and their interpretation and application. Many governmental authorities have imposed impact fees as a means of defraying the cost of providing certain governmental services to developing areas. To date, the governmental approval processes discussed above have not had a material adverse effect on our development activities, and indeed all homebuilders in a given market face the same fees and restrictions. There can be no assurance, however, that these and other restrictions will not adversely affect us in the future.

We may also be subject to periodic delays or may be precluded entirely from developing communities due to building moratoriums, "slow-growth" or "no-growth" initiatives or building permit allocation ordinances which could be implemented in the future in the states and markets in which we operate. Substantially all of our land is entitled and, therefore, the moratoriums generally would only adversely affect us if they arose from health, safety and welfare issues such as insufficient water or sewage facilities. Local and state governments also have broad discretion regarding the imposition of development fees for communities in their jurisdictions. These fees are normally established, however, when we receive recorded final maps and building permits. We are also subject to a variety of local, state and federal statutes, ordinances, rules and regulations concerning the protection of health and the environment. These laws may result in delays, cause us to incur substantial compliance and other costs, and prohibit or severely restrict development in certain environmentally sensitive regions or areas.

In order to provide homes to homebuyers qualifying for FHA-insured or VA-guaranteed mortgages, we must construct homes in compliance with FHA and VA regulations. These laws and regulations include provisions regarding operating procedures, investments, lending and privacy disclosures, forms of policies and premiums.

In some states, we are required to be registered as a licensed contractor and comply with applicable rules and regulations. Also, in various states, our new home counselors are required to be licensed real estate agents and to comply with the laws and regulations applicable to real estate agents.

Failure to comply with any of these laws or regulations could result in loss of licensing and a restriction of our business activities in the applicable jurisdiction.

## **Bonds and Other Obligations**

In connection with the development of our communities, we are frequently required to provide letters of credit and performance, maintenance and other bonds in support of our related obligations with respect to such developments. The amount of such obligations outstanding at any time varies in accordance with our pending development activities. In the event any such bonds or letters of credit are drawn upon, we would be obligated to reimburse the issuer of such bonds or letters of credit. At September 30, 2014, we had approximately \$39.1 million and \$221.1 million of outstanding letters of credit and performance bonds, respectively, primarily related to our obligations to local governments to construct roads and other improvements in various developments. We have no outstanding letters of credit relating to our land option contracts as of September 30, 2014.

## **Employees and Subcontractors**

At September 30, 2014, we employed 1,027 persons, of whom 325 were sales and marketing personnel and 233 were involved in construction. Although none of our employees are covered by collective bargaining agreements, at times certain of the subcontractors engaged by us are represented by labor unions or are subject to collective bargaining arrangements. We believe that our relations with our employees and subcontractors are good.

## **Available Information**

Our Internet website address is [www.beazer.com](http://www.beazer.com) and our mobile site is [m.beazer.com](http://m.beazer.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Exchange Act are available free of charge through our website as soon as reasonably practicable after we electronically file with or furnish them to the Securities and Exchange Commission (SEC) and are available in print to any stockholder who requests a printed copy. The public may also read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Additionally, the SEC maintains a website that contains reports, proxy statements, information statements and other information regarding issuers, including us, that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

In addition, many of our corporate governance documents are available on our website at [www.beazer.com](http://www.beazer.com). Specifically, our Audit, Finance, Compensation and Nominating/Corporate Governance Committee Charters, our Corporate Governance Guidelines and Code of Business Conduct and Ethics are available. Each of these documents is available in print to any stockholder who requests it.

The content on our website and mobile site is available for information purposes only and is not a part of and shall not be deemed incorporated by reference in this report.

## **Item 1A. Risk Factors**

***Our long-term success depends on our ability to acquire finished lots and undeveloped land suitable for residential homebuilding at reasonable prices, in accordance with our land investment criteria.***

The homebuilding industry is highly competitive for suitable land and the risk inherent in purchasing and developing land increases as consumer demand for housing increases. The availability of finished and partially finished developed lots and undeveloped land for purchase that meet our investment criteria depends on a number of factors outside our control, including land availability in general, competition with other homebuilders and land buyers, inflation in land prices, zoning, allowable housing density, the ability to obtain building permits and other regulatory requirements. Should suitable lots or land become less available, the number of homes we may be able to build and sell could be reduced, and the cost of land could be increased, perhaps substantially, which could adversely impact our results of operations.

As competition for suitable land increases, the cost of acquiring both finished and undeveloped lots and the cost of developing owned land could rise and the availability of suitable land at acceptable prices may decline, which could adversely impact our financial results. The availability of suitable land assets could also affect the success of our land acquisition strategy, which may impact our ability to increase the number of actively selling communities, to grow our revenues and margins, and to achieve or maintain profitability.

***The market value of our land and/or homes may decline, leading to impairments and reduced profitability.***

We regularly acquire land for replacement and expansion of land inventory within our existing and new markets. The market value of land, building lots and housing inventories can fluctuate significantly as a result of changing market conditions and the measures we employ to manage inventory risk may not be adequate to insulate our operations from a severe drop in inventory values. When market conditions are such that land values are not appreciating, previously entered into option agreements may become less desirable, at which time we may elect to forgo deposits and preacquisition costs and terminate the agreements. In a situation of adverse market conditions, we may incur impairment charges or have to sell land at a loss which would adversely affect our financial condition, results of operations and stockholders' equity and our ability to comply with certain covenants in our debt instruments linked to tangible net worth.

***Our home sales and operating revenues could decline due to macro-economic and other factors outside of our control, such as changes in consumer confidence, declines in employment levels and increases in the quantity and decreases in the price of new homes and resale homes in the market.***

Changes in national and regional economic conditions, as well as local economic conditions where we conduct our operations and where prospective purchasers of our homes live, may result in more caution on the part of homebuyers and, consequently, fewer home purchases. These economic uncertainties involve, among other things, conditions of supply and demand in local markets and changes in consumer confidence and income, employment levels and government regulations. These risks and uncertainties could periodically have an adverse effect on consumer demand and the pricing of our homes, which could cause our operating revenues to decline. Additional reductions in our revenues could, in turn, further negatively affect the market price of our securities.

***The homebuilding industry is cyclical. A severe downturn in the industry, as recently experienced, could adversely affect our business, results of operations and stockholders' equity.***

During periods of downturn in the industry, housing markets across the United States may experience an oversupply of both new and resale home inventory, an increase in foreclosures, reduced levels of consumer demand for new homes, increased cancellation rates, aggressive price competition among homebuilders and increased incentives for home sales. In the event of a downturn, we may temporarily experience a material reduction in revenues and margins. Continued weakness in the homebuilding market could adversely affect our business, results of operations and stockholders' equity as compared to prior periods and could result in additional inventory impairments in the future.

***An increase in cancellation rates may negatively impact our business.***

Our backlog reflects the number and value of homes for which we have entered into a sales contract with a customer but have not yet delivered the home. Although these sales contracts typically require a cash deposit and do not make the sale contingent on the sale of the customer's existing home, in some cases a customer may cancel the contract and receive a complete or partial refund of the deposit as a result of local laws or as a matter of our business practices. If industry or economic conditions deteriorate or if mortgage financing becomes less accessible, more homebuyers may have an incentive to cancel their contracts with us, even where they might be entitled to no refund or only a partial refund, rather than complete the purchase. Significant cancellations have had, and could have, a material adverse effect on our business as a result of lost sales revenue and the accumulation of unsold housing inventory. It is important to note that both backlog and cancellation metrics are operational, rather than accounting data, and should be used only as a

general gauge to evaluate performance. There is an inherent imprecision in these metrics based on an evaluation of qualitative factors during the transaction cycle.

***We are dependent on the continued availability and satisfactory performance of our subcontractors, which, if unavailable, could have a material adverse effect on our business.***

We conduct our land development and construction operations only as a general contractor. Virtually all land development and construction work is performed by unaffiliated third-party subcontractors. As a consequence, we depend on the continued availability of and satisfactory performance by these subcontractors for the development of our land and construction of our homes. There may not be sufficient availability of and satisfactory performance by these unaffiliated third-party subcontractors in the markets in which we operate. In addition, inadequate subcontractor resources could have a material adverse effect on our business.

***We are dependent on the services of certain key employees, and the loss of their services could hurt our business.***

Our future success depends upon our ability to attract, train, assimilate and retain skilled personnel. If we are unable to retain our key employees or attract, train, assimilate or retain other skilled personnel in the future, it could hinder our business strategy and impose additional costs of identifying and training new individuals. Competition for qualified personnel in all of our operating markets is intense.

***Our access to capital and our ability to obtain additional financing could be affected by any downgrade of our credit ratings.***

The Company's corporate credit rating and ratings on the Company's senior secured and unsecured notes and our current credit condition affect, among other things, our ability to access new capital, especially debt. Negative changes in these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt. If our credit ratings are lowered or rating agencies issue adverse commentaries in the future, it could have a material adverse effect on our business, results of operations, financial condition and liquidity. In particular, a weakening of our financial condition, including a significant increase in our leverage or decrease in our profitability or cash flows, could adversely affect our ability to obtain necessary funds, result in a credit rating downgrade or change in outlook, or otherwise increase our cost of borrowing.

***Our Senior Notes, revolving credit and letter of credit facilities, and certain other debt impose significant restrictions and obligations on us. Restrictions on our ability to borrow could adversely affect our liquidity. In addition, our substantial indebtedness could adversely affect our financial condition, limit our growth and make it more difficult for us to satisfy our debt obligations.***

Certain of our secured and unsecured indebtedness and revolving credit and letter of credit facilities impose certain restrictions and obligations on us. Under certain of these instruments, we must comply with defined covenants which limit the Company's ability to, among other things, incur additional indebtedness, engage in certain asset sales, make certain types of restricted payments, engage in transactions with affiliates and create liens on assets of the Company. Failure to comply with certain of these covenants could result in an event of default under the applicable instrument. Any such event of default could negatively impact other covenants or lead to cross defaults under certain of our other debt. There can be no assurance that we will be able to obtain any waivers or amendments that may become necessary in the event of a future default situation without significant additional cost or at all.

Our substantial indebtedness could have important consequences to us and the holders of our securities, including, among other things:

- causing us to be unable to satisfy our obligations under our debt agreements;
- making us more vulnerable to adverse general economic and industry conditions;
- making it difficult to fund future working capital, land purchases, acquisitions, share repurchases, general corporate purposes or other purposes; and
- causing us to be limited in our flexibility in planning for, or reacting to, changes in our business.

In addition, subject to restrictions in our existing debt instruments, we may incur additional indebtedness. If new debt is added to our current debt levels, the related risks that we now face could intensify. Our growth plans and our ability to make payments of principal or interest on, or to refinance, our indebtedness, will depend on our future operating performance and our ability to enter into additional debt and/or equity financings. If we are unable to generate sufficient cash flows in the future to service our debt, we may be required to refinance all or a portion of our existing debt, to sell assets or to obtain additional financing. We may not be able to do any of the foregoing on terms acceptable to us, if at all.

***A substantial increase in mortgage interest rates, the unavailability of mortgage financing or a change in tax laws regarding the deductibility of mortgage interest may reduce consumer demand for our homes.***

Substantially all purchasers of our homes finance their acquisition with mortgage financing. Housing demand is adversely affected by reduced availability of mortgage financing and factors that increase the upfront or monthly cost of financing a home such as increases in interest rates, insurance premiums, or limitations on mortgage interest deductibility. The recent decrease in the willingness and ability of lenders to make home mortgage loans, the tightening of lending standards and the limitation of financing product options, have made it more difficult for homebuyers to obtain acceptable financing. Any substantial increase in mortgage interest rates or unavailability of mortgage financing may adversely affect the ability of prospective first-time and move-up homebuyers to obtain financing for our homes, as well as adversely affect the ability of prospective move-up homebuyers to sell their current homes. A disruption in the credit markets and/or the curtailed availability of mortgage financing may adversely affect, our business, financial condition, results of operations and cash flows as it has in the past few years.

***If we are unsuccessful in competing against our homebuilding competitors, our market share could decline or our growth could be impaired and, as a result, our financial results could suffer.***

Competition in the homebuilding industry is intense, and there are relatively low barriers to entry into our business. Increased competition could hurt our business, as it could prevent us from acquiring attractive parcels of land on which to build homes or make such acquisitions more expensive, hinder our market share expansion, and lead to pricing pressures on our homes that may adversely impact our margins and revenues. If we are unable to successfully compete, our financial results could suffer and the value of, or our ability to service, our debt could be adversely affected. Our competitors may independently develop land and construct housing units that are superior or substantially similar to our products. Furthermore, some of our competitors have substantially greater financial resources and lower costs of funds than we do. Many of these competitors also have longstanding relationships with subcontractors and suppliers in the markets in which we operate. We currently build in several of the top markets in the nation and, therefore, we expect to continue to face additional competition from new entrants into our markets.

***We conduct certain of our operations through land development joint ventures with independent third parties in which we do not have a controlling interest and we can be adversely impacted by joint venture partners' failure to fulfill their obligations.***

We participate in land development joint ventures (JVs) in which we have less than a controlling interest. We have entered into JVs in order to acquire attractive land positions, to manage our risk profile and to leverage our capital base. Our JVs are typically entered into with developers, other homebuilders and financial partners to develop finished lots for sale to the joint venture's members and other third parties. As a result of the deterioration of the housing market, we have written down our investment in certain of our JVs reflecting impairments of inventory held within those JVs. If these adverse market conditions continue or worsen, we may have to take further writedowns of our investments in our JVs.

Our joint venture investments are generally very illiquid both because we lack a controlling interest in the JVs and because most of our JVs are structured to require super-majority or unanimous approval of the members to sell a substantial portion of the JV's assets or for a member to receive a return of its invested capital. Our lack of a controlling interest also results in the risk that the JV will take actions that we disagree with, or fail to take actions that we desire, including actions regarding the sale of the underlying property.

Our JVs typically obtain secured acquisition, development and construction financing. Generally, we and our joint venture partners have provided varying levels of guarantees of debt or other obligations of our unconsolidated JVs. These guarantees include construction completion guarantees, repayment guarantees and environmental indemnities. We accrue for guarantees we determine are probable and reasonably estimable, but we do not record a liability for the contingent aspects of any guarantees that we determine are reasonably possible but not probable. As of September 30, 2014, we had no outstanding repayment guarantees.

***We could experience a reduction in home sales and revenues or reduced cash flows due to our inability to acquire and develop land for our communities if we are unable to obtain reasonably priced financing.***

The homebuilding industry is capital intensive, and homebuilding requires significant up-front expenditures to acquire land and to begin development. Accordingly, we incur substantial indebtedness to finance our homebuilding activities. If internally generated funds are not sufficient, we would seek additional capital in the form of equity or debt financing from a variety of potential sources, including additional bank financing and/or securities offerings. The amount and types of indebtedness which we may incur are limited by the terms of our existing debt. In addition, the availability of borrowed funds, especially for land acquisition and construction financing, may be greatly reduced nationally, and the lending community may require increased amounts of equity to be invested in a project by borrowers in connection with both new loans and the extension of existing loans. The credit and capital markets have recently experienced significant volatility. If we are required to seek additional financing to fund our operations, continued volatility in these markets may restrict our flexibility to access such financing. If we are not successful in obtaining sufficient capital to fund our planned capital and other expenditures, we may be unable to acquire land for our housing developments.

Additionally, if we cannot obtain additional financing to fund the purchase of land under our option contracts, we may incur contractual penalties and fees.

***Our stock price is volatile and could decline.***

The securities markets in general and our common stock in particular have experienced significant price and volume volatility over the past few years. The market price and volume of our common stock may continue to experience significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding our industry, operations or business prospects. In addition to the other risk factors discussed in this section, the price and volume volatility of our common stock may be affected by:

- operating results that vary from the expectations of securities analysts and investors;
- factors influencing home purchases, such as availability of home mortgage loans and interest rates, credit criteria applicable to prospective borrowers, ability to sell existing residences, and homebuyer sentiment in general;
- the operating and securities price performance of companies that investors consider comparable to us;
- announcements of strategic developments, acquisitions and other material events by us or our competitors; and
- changes in global financial markets and global economies and general market conditions, such as interest rates, commodity and equity prices and the value of financial assets.

Our ability to raise funds through the issuance of equity or otherwise use our common stock as consideration is impacted by the price of our common stock. A low stock price may adversely impact our ability to reduce our financial leverage, as measured by the ratio of total debt to total capital. As of September 30, 2014, our total debt to total capital was 84.6% and our net debt to net capital was 81.0%. Continued high levels of leverage or significant increases may adversely affect our credit ratings and make it more difficult for us to access additional capital. These factors may limit our ability to implement our operating and growth plans.

***The tax benefits of our pre-ownership change net operating loss carryforwards and any future recognized built-in losses in our assets will be substantially limited since we experienced an “ownership change” as defined in Section 382 of the Internal Revenue Code and our deferred income tax asset may not be fully realizable.***

We believe we have significant “built-in losses” in our assets (i.e. an excess tax basis over current fair market value) that may result in tax losses as such assets are sold. Net operating losses generally may be carried forward for a 20-year period to offset future earnings and reduce our federal income tax liability. Built-in losses, if and when recognized, generally will result in tax losses that may then be deducted or carried forward. However, because we experienced an “ownership change” under Section 382 of the Internal Revenue Code as of January 12, 2010, our ability to realize these tax benefits may be significantly limited.

Section 382 contains rules that limit the ability of a company that undergoes an “ownership change,” which is generally defined as any change in ownership of more than 50% of its common stock over a three-year period, to utilize its net operating loss carryforwards and certain built-in losses or deductions, as of the ownership change date, that are recognized during the five-year period after the ownership change. These rules generally operate by focusing on changes in the ownership among shareholders owning, directly or indirectly, 5% or more of the company’s common stock (including changes involving a shareholder becoming a 5% shareholder) or any change in ownership arising from a new issuance of stock or share repurchases by the company.

As a result of our previous “ownership change” for purposes of Section 382, our ability to use certain of our pre-ownership change net operating loss carryforwards and recognize certain built-in losses or deductions is limited by Section 382. Based on the resulting limitation, a significant portion of our pre-ownership change net operating loss carryforwards and any future recognized built-in losses or deductions could expire before we would be able to use them. The realization of all or a portion of our deferred income tax asset (including net operating loss carryforwards) is dependent upon the generation of future income during the statutory carryforward periods. Our inability to utilize our limited pre-ownership change net operating loss carryforwards and any future recognized built-in losses or deductions or the occurrence of a future ownership change and resulting additional limitations could have a material adverse effect on our financial condition, results of operations and cash flows.

***We are subject to extensive government regulation which could cause us to incur significant liabilities or restrict our business activities.***

Regulatory requirements could cause us to incur significant liabilities and operating expenses and could restrict our business activities. We are subject to local, state and federal statutes and rules regulating, among other things, certain developmental matters, building and site design, and matters concerning the protection of health and the environment. Our operating expenses may be increased by governmental regulations such as building permit allocation ordinances and impact and other fees and taxes, which may be imposed to defray the cost of providing certain governmental services and improvements. Other governmental regulations, such as building moratoriums and “no growth” or “slow growth” initiatives, which may be adopted in communities which have developed rapidly, may cause delays in new home communities or otherwise restrict our business activities resulting in reductions in our revenues. Any delay or refusal from government agencies to grant us necessary licenses, permits and approvals could have an adverse effect on our operations.

***We are the subject of pending civil litigation which could require us to pay substantial damages or could otherwise have a material adverse effect on us. The failure to fulfill our obligations under the HUD Agreement described below could have a material adverse effect on our operations.***

On July 1, 2009, we entered into a Deferred Prosecution Agreement (the “DPA”) with the United States Attorney for the Western District of North Carolina and a separate but related agreement with the United States Department of Housing and Urban Development (HUD) and the Civil Division of the United States Department of Justice (the HUD Agreement). Under these agreements, we are obligated to make payments equal to 4% of “adjusted EBITDA” as defined in the Agreements until the first to occur of (a) September 30, 2016 or (b) the date that a cumulative \$48.0 million has been paid pursuant to the DPA and the HUD Agreement. As of September 30, 2014, we have paid a cumulative \$22.7 million towards these obligations, leaving a remaining maximum obligation of \$25.3 million through fiscal year 2016.

In the past, we and certain of our current and former employees, officers and directors have been named as defendants in securities lawsuits and class action lawsuits. In addition, certain of our subsidiaries have been named in class action and multi-party lawsuits regarding claims made by homebuyers. While a number of these suits have been dismissed and/or settled, we cannot be assured that new claims by different plaintiffs will not be brought in the future. We cannot predict or determine the timing or final outcome of the current lawsuits or the effect that any adverse determinations in the lawsuits may have on us. An unfavorable determination in any of the lawsuits could result in the payment by us of substantial monetary damages which may not be covered by insurance. Further, the legal costs associated with the lawsuits and the amount of time required to be spent by management and the Board of Directors on these matters, even if we are ultimately successful, could have a material adverse effect on our business, financial condition and results of operations. In addition to expenses incurred to defend the Company in these matters, under Delaware law and our bylaws, we may have an obligation to indemnify our current and former officers and directors in relation to these matters. We have obligations to advance legal fees and expenses to certain directors and officers, and we have advanced, and may continue to advance, legal fees and expenses to certain other current and former employees.

In connection with the settlement agreement with the SEC entered into on September 24, 2008, we consented, without admitting or denying any wrongdoing, to a cease and desist order requiring future compliance with certain provisions of the federal securities laws and regulations. If we are found to be in violation of the order in the future, we may be subject to penalties and other adverse consequences as a result of the prior actions which could be material to our consolidated financial position, results of operations and liquidity.

Our insurance carriers may seek to rescind or deny coverage with respect to certain of the pending lawsuits, or we may not have sufficient coverage under such policies. If the insurance companies are successful in rescinding or denying coverage or if we do not have sufficient coverage under our policies, our business, financial condition and results of operations could be materially adversely affected.

***We may incur additional operating expenses due to compliance programs or fines, penalties and remediation costs pertaining to environmental regulations within our markets.***

We are subject to a variety of local, state and federal statutes, ordinances, rules and regulations concerning the protection of health and the environment. The particular environmental laws which apply to any given community vary greatly according to the community site, the site's environmental conditions and the present and former use of the site. Environmental laws may result in delays, may cause us to implement time consuming and expensive compliance programs and may prohibit or severely restrict development in certain environmentally sensitive regions or areas. From time to time, the United States Environmental Protection Agency (EPA) and similar federal or state agencies review homebuilders' compliance with environmental laws and may levy fines and penalties for failure to strictly comply with applicable environmental laws or impose additional requirements for future compliance as a result of past failures. Any such actions taken with respect to us may increase our costs. Further, we expect that increasingly stringent requirements will be imposed on homebuilders in the future. Environmental regulations can also have an adverse impact on the availability and price of certain raw materials such as lumber. Our communities in California are especially susceptible to restrictive government regulations and environmental laws.

***We may be subject to significant potential liabilities as a result of construction defect, product liability and warranty claims made against us.***

As a homebuilder, we have been, and continue to be, subject to construction defect, product liability and home warranty claims, including moisture intrusion and related claims, arising in the ordinary course of business. These claims are common to the homebuilding industry and can be costly.

With respect to certain general liability exposures, including construction defect claims, product liability claims and related claims, interpretation of underlying current and future trends, assessment of claims and the related liability and reserve estimation process is highly judgmental due to the complex nature of these exposures, with each exposure exhibiting unique circumstances. Furthermore, once claims are asserted for construction defects, it can be difficult to determine the extent to which the assertion of these claims will expand geographically. Although we have obtained insurance for construction defect claims subject to applicable self-insurance retentions, such policies may not be available or adequate to cover liability for damages, the cost of repairs, and/or the expense of litigation surrounding current claims, and future claims may arise out of events or circumstances not covered by insurance and not subject to effective indemnification agreements with our subcontractors.

***Our operating expenses could increase if we are required to pay higher insurance premiums or litigation costs for various claims, which could cause our net income to decline.***

The costs of insuring against construction defect, product liability and director and officer claims are substantial. Increasingly in recent years, lawsuits (including class action lawsuits) have been filed against builders, asserting claims of personal injury and property damage. Our insurance may not cover all of the claims, including personal injury claims, or such coverage may become prohibitively expensive. If we are not able to obtain adequate insurance against these claims, we may experience losses that could reduce our net income and restrict our cash flow available to service debt.

Historically, builders have recovered from subcontractors and their insurance carriers a significant portion of the construction defect liabilities and costs of defense that the builders have incurred. Insurance coverage available to subcontractors for construction defects is becoming increasingly expensive, and the scope of coverage is restricted. If we cannot effectively recover from our subcontractors or their carriers, we may suffer greater losses which could decrease our net income.

A builder's ability to recover against any available insurance policy depends upon the continued solvency and financial strength of the insurance carrier that issued the policy. Many of the states in which we build homes have lengthy statutes of limitations applicable to claims for construction defects. To the extent that any carrier providing insurance coverage to us or our subcontractors becomes insolvent or experiences financial difficulty in the future, we may be unable to recover on those policies, and our net income may decline.

***We experience fluctuations and variability in our operating results on a quarterly basis and, as a result, our historical performance may not be a meaningful indicator of future results.***

We historically have experienced, and expect to continue to experience, variability in home sales and net earnings on a quarterly basis. As a result of such variability, our historical performance may not be a meaningful indicator of future results. Our quarterly results of operations may continue to fluctuate in the future as a result of a variety of both national and local factors, including, among others:

- the timing of home closings and land sales;

- our ability to continue to acquire additional land or secure option contracts to acquire land on acceptable terms;
- conditions of the real estate market in areas where we operate and of the general economy;
- raw material and labor shortages;
- seasonal home buying patterns; and
- other changes in operating expenses, including the cost of labor and raw materials, personnel and general economic conditions.

***Information technology failures or data security breaches could harm our business.***

We use information technology and other computer resources to perform important operational and marketing activities and to maintain our business records. Certain of these resources are provided to us and/or maintained by third-party service providers pursuant to agreements that specify certain security and service level standards. Our computer systems, including our back-up systems and those of our third-party providers, are subject to damage or interruption from power outages, computer and telecommunication failures, computer viruses, security breaches, natural disasters, usage errors by our employees or contractors, etc. A significant and extended disruption of or breach of security related to our computer systems and back-up systems may damage our reputation and cause us to lose customers, sales and revenue, result in the unintended misappropriation of proprietary, personal and confidential information and require us to incur significant expense to remediate or otherwise resolve these issues.

***The occurrence of natural disasters could increase our operating expenses and reduce our revenues and cash flows.***

The climates and geology of many of the states in which we operate, including California, Florida, Georgia, North Carolina, South Carolina, Tennessee, Texas, and certain mid-Atlantic states present increased risks of natural disasters. To the extent that hurricanes, severe storms, earthquakes, droughts, floods, wildfires or other natural disasters or similar events occur, our homes under construction or our building lots in such states could be damaged or destroyed, which may result in losses exceeding our insurance coverage. Any of these events could increase our operating expenses, impair our cash flows and reduce our revenues, which could, in turn, negatively affect the market price of our securities.

***Future terrorist attacks against the United States or increased domestic or international instability could have an adverse effect on our operations.***

Adverse developments in the war on terrorism, future terrorist attacks against the United States, or any outbreak or escalation of hostilities between the United States and any foreign power, may cause disruption to the economy, our Company, our employees and our customers, which could adversely affect our revenues, operating expenses, and financial condition.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

As of September 30, 2014, we lease approximately 34,000 square feet of office space in Atlanta, Georgia to house our corporate headquarters. We also lease an aggregate of approximately 274,000 square feet of office space for our subsidiaries' operations at various locations. We have subleased approximately 41,000 square feet of our leased office space to unrelated third-parties. We own approximately 49,000 square feet of office space in Indianapolis, Indiana.

**Item 3. Legal Proceedings**

**Litigation**

As disclosed in prior SEC filings, we operated Beazer Mortgage Corporation (BMC) from 1998 through February 2008 to offer mortgage financing to buyers of our homes. BMC entered into various agreements with mortgage investors, pursuant to which BMC originated certain mortgage loans and ultimately sold these loans to investors. In general, underwriting decisions were not made by BMC but by the investors themselves or third-party service providers. From time to time we have received claims from institutions which have acquired certain of these mortgages demanding damages or indemnity arising from BMC's activities or that we repurchase such mortgages. We have been able to resolve these claims for amounts that are not material to our consolidated financial position or results of operation. We currently have an insignificant number of such claims outstanding for which we believe we have no liability. However, we cannot rule out the potential for additional mortgage loan repurchase or indemnity claims in the future from other investors, although, at this time, we do not believe that the exposure related to any such claims would be material to our consolidated financial position, cash flows or results of operations.

In the normal course of business, we are subject to various lawsuits. We cannot predict or determine the timing or final outcome of the lawsuits or the effect that any adverse findings or determinations in the 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 the above pending matters. An unfavorable determination in any of the pending lawsuits could result in the payment by us of substantial monetary damages which 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 the Board of Directors on these matters, even if we are ultimately successful, could have a material effect on our business, financial condition and results of operations.

#### **Other Matters**

On July 1, 2009, we entered into a Deferred Prosecution Agreement (the “DPA”) with the United States Attorney for the Western District of North Carolina and a separate but related agreement with the United States Department of Housing and Urban Development (HUD) and the Civil Division of the United States Department of Justice (the HUD Agreement). Under these agreements, we are obligated to make payments equal to 4% of “adjusted EBITDA” as defined in the Agreements until the first to occur of (a) September 30, 2016 or (b) the date that a cumulative \$48.0 million has been paid pursuant to the DPA and the HUD Agreement. As of September 30, 2014, we have paid a cumulative \$22.7 million towards these obligations, leaving a remaining maximum obligation of \$25.3 million through fiscal year 2016.

In 2006, we received two Administrative Orders issued by the New Jersey Department of Environmental Protection. The Orders allege certain violations of wetlands disturbance permits and assess proposed fines of \$630,000 and \$678,000, respectively. Although we believe that we have significant defenses to the alleged violations, we reached a settlement with the Department, through an Administrative Consent Order (the “ACO”). Pursuant to the ACO, we agreed to pay a penalty of \$125,000 and donate a 35-acre parcel of land to a local soil conservation district (or make an additional \$250,000 payment if the parcel cannot be conveyed). We have paid the \$125,000 penalty and are in the process of completing actions that will allow us to convey the 35-acre donation parcel.

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 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.

#### **Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

The Company lists its common shares on the New York Stock Exchange (NYSE) under the symbol "BZH." On November 11, 2014, the last reported sales price of the Company's common stock on the NYSE was \$19.25 and we had approximately 199 stockholders of record and 27,167,178 shares of common stock outstanding. The following table sets forth, for the quarters indicated, the range of high and low trading for the Company's common stock during fiscal 2014 and 2013, adjusted, as applicable, for the Company's October 2012 1-for-5 reverse stock split.

	1st Qtr		2nd Qtr		3rd Qtr		4th Qtr
<b>Fiscal Year Ended September 30, 2014</b>							
<b>High</b>	\$ 24.62	\$	25.34	\$	21.63	\$	21.33
<b>Low</b>	\$ 16.75	\$	19.24	\$	18.01	\$	15.27
<b>Fiscal Year Ended September 30, 2013</b>							
<b>High</b>	\$ 19.35	\$	19.48	\$	23.29	\$	19.92
<b>Low</b>	\$ 12.89	\$	14.92	\$	13.91	\$	15.54

#### Dividends

The indentures under which our senior notes were issued contain certain restrictive covenants, including limitations on payment of dividends. At September 30, 2014, under the most restrictive covenants of each indenture, none of our retained earnings was available for cash dividends or share repurchases. The Board of Directors will periodically reconsider the declaration of dividends, assuming payment of dividends is not limited under the aforementioned indentures. The reinstatement of quarterly dividends, the amount of such dividends, and the form in which the dividends are paid (cash or stock) will depend upon the results of operations, the financial condition of the Company and other factors which the Board of Directors deems relevant.

#### Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of September 30, 2014 with respect to our shares of common stock that may be issued under our existing equity compensation plans, all of which have been approved by our stockholders:

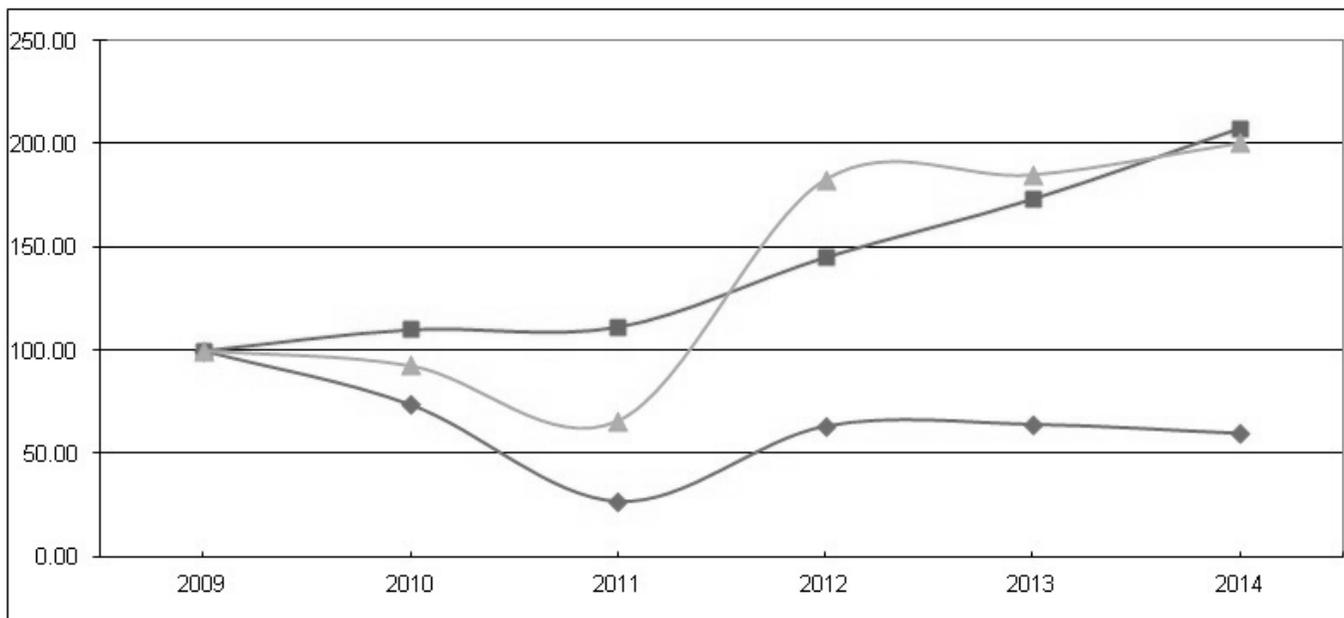
Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding	Weighted Average Exercise Price of Outstanding	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation
Equity compensation plans approved by stockholders	650,223	\$18.12	1,600,211

#### Issuer Purchases of Equity Securities

None.

## Performance Graph

The following graph illustrates the cumulative total stockholder return on Beazer Homes' common stock for the last five fiscal years through September 30, 2014, compared to the S&P 500 Index and the S&P 500 Homebuilding Index (for comparison to our prior year 10-K). The comparison assumes an investment in Beazer Homes' common stock and in each of the foregoing indices of \$100 at September 30, 2009, and assumes that all dividends were reinvested. Stockholder returns over the indicated period are based on historical data and should not be considered indicative of future stockholder returns.



	Fiscal Year Ended September 30,				
	2010	2011	2012	2013	2014
◆ Beazer Homes USA, Inc.	73.88	27.01	63.51	64.40	60.04
■ S&P 500 Index	110.16	111.42	145.07	173.13	207.30
▲ S&P 500 Homebuilding Index	92.76	66.13	182.87	185.18	200.48

## Item 6. Selected Financial Data

	Fiscal Year Ended September 30,				
	2014	2013	2012	2011	2010
(\$ in millions, except per share amounts and unit data)					
<b>Statement of Operations Data: (i)</b>					
Total revenue	\$ 1,464	\$ 1,288	\$ 1,006	\$ 742	\$ 991
Gross profit	263	214	105	48	84
Gross margin (i), (ii)	18.0 %	16.6 %	10.4 %	6.5 %	8.4 %
Operating income (loss)	\$ 56	\$ 27	\$ (62)	\$ (132)	\$ (113)
Income (loss) from continuing operations	35	(32)	(136)	(200)	(30)
Income (loss) per share from continuing operations - basic	1.35	(1.30)	(7.34)	(13.53)	(2.47)
Income (loss) per share from continuing operations - diluted	1.10	(1.30)	(7.34)	(13.53)	(2.47)
<b>Balance Sheet Data (end of year) (iv):</b>					
Cash and cash equivalents and restricted cash	\$ 387	\$ 553	\$ 741	\$ 647	\$ 576
Inventory	1,561	1,314	1,112	1,204	1,204
Total assets	2,066	1,987	1,982	1,977	1,903
Total debt	1,535	1,512	1,498	1,489	1,212
Stockholders' equity	279	241	262	198	397
<b>Supplemental Financial Data (iv):</b>					
Cash (used in) provided by:					
Operating activities	\$ (160)	\$ (175)	\$ (21)	\$ (179)	\$ 70
Investing activities	(32)	190	5	(260)	(6)
Financing activities	12	1	134	273	(34)
<b>Financial Statistics (iv):</b>					
Total debt as a percentage of total debt and stockholders' equity	84.6 %	86.3 %	85.1 %	88.2 %	75.3 %
Net debt as a percentage of net debt and stockholders' equity (iii)	81.0 %	80.4 %	74.9 %	81.5 %	62.9 %
Adjusted EBITDA from total operations (v)	\$ 128.3	\$ 86.3	\$ 21.8	\$ (24.9)	\$ 16.3
Adjusted EBITDA from total operations margin (vi)	8.8 %	6.7 %	2.2 %	(3.4)%	1.6 %
<b>Operating Statistics from continuing operations:</b>					
New orders, net	4,748	5,026	4,901	3,927	4,045
Closings	4,951	5,056	4,428	3,249	4,421
Average selling price on closings (in thousands)	\$ 284.8	\$ 253.0	\$ 224.9	\$ 219.4	\$ 222.1
Units in backlog	1,690	1,893	1,923	1,450	772
Average selling price in backlog (in thousands)	\$ 305.3	\$ 279.0	\$ 249.1	\$ 230.7	\$ 239.3

(i) Statement of operations data is from continuing operations. Gross profit includes inventory impairments and lot options abandonments of \$8.3 million, \$2.6 million, \$12.2 million, \$32.5 million and \$49.6 million for the fiscal years ended September 30, 2014, 2013, 2012, 2011 and 2010, respectively. The aforementioned charges were primarily related to the deterioration of the homebuilding environment over the applicable years. Income (loss) from continuing operations for the fiscal years ended 2014, 2013, 2012, 2011 and 2010 also includes a (loss) gain on extinguishment of debt of \$(19.9) million, \$(4.6) million, \$(45.1) million, \$(2.9) million, and \$43.9 million respectively.

(ii) Gross margin = Gross profit divided by total revenue.

(iii) Net Debt = Debt less unrestricted cash and cash equivalents and restricted cash related to the cash secured loan

(iv) Discontinued operations were not segregated in the consolidated balance sheets or consolidated statements of cash flows.

(v) Adjusted EBIT (earnings before interest, debt extinguishment charges and taxes) equals net income (loss) before (a) previously capitalized interest amortized to home construction and land sales expenses, capitalized interest impaired and interest expense not qualified for capitalization, (b) debt extinguishment charges and (c) income taxes. Adjusted EBITDA (earnings before interest, taxes, depreciation, amortization, debt extinguishment charges and impairments) is calculated by adding non-cash charges, including depreciation, amortization, inventory impairment and abandonment charges, goodwill impairments and joint venture impairment charges for the period to Adjusted EBIT. Adjusted EBIT and Adjusted EBITDA are not Generally Accepted Accounting Principles (GAAP) financial measures. Adjusted EBIT and Adjusted EBITDA should not be considered alternatives to net income determined in accordance with GAAP as an indicator of operating performance. Because some analysts and companies may not calculate Adjusted EBIT and Adjusted EBITDA in the same manner as Beazer Homes, the Adjusted EBIT and Adjusted EBITDA information presented above may not be comparable to similar presentations by others.

(vi) Adjusted EBITDA margin = Adjusted EBITDA divided by total revenue.

The magnitude and volatility of non-cash inventory impairment and abandonment charges, goodwill impairments, joint venture impairment charges and debt extinguishment charges for the Company, and for other home builders, have been significant in recent periods and, as such, have made financial analysis of our industry more difficult. Adjusted EBIT and Adjusted EBITDA, and other similar presentations by analysts and other companies, is frequently used to assist investors in understanding and comparing the operating characteristics of home building activities by eliminating many of the differences in companies' respective capitalization, tax position and level of impairments. Management believes these non-GAAP measures are an indication of the Company's baseline performance in that the measures provide a consistent means of comparing performance between periods and competitors. The Company also believes that Adjusted EBIT and Adjusted EBITDA aid investors' overall understanding of the Company's results by providing transparency for items such as inventory impairment and abandonment charges, interest amortized to home construction and land sales expenses, joint venture impairment and debt extinguishment charges. Management uses these non-GAAP measures to assist in the evaluation of the performance of our business segments, including compensation awards, and to make operating decisions. The Company has reconciled Adjusted EBIT and Adjusted EBITDA to net income (loss), the most directly comparable GAAP measure as follows:

(In thousands)	Fiscal Year Ended September 30,				
	2014	2013	2012	2011	2010
Net income (loss)	\$ 34,383	\$ (33,868)	\$ (145,326)	\$ (204,859)	\$ (34,049)
(Benefit from) provision for income taxes	(41,802)	(3,684)	(40,747)	3,429	(133,188)
Interest amortized to home construction and land sales expenses and capitalized interest impaired	41,065	41,246	61,227	48,289	54,556
Interest expense not qualified for capitalization	50,784	59,458	71,474	73,440	74,214
Loss (gain) on debt extinguishment	19,917	4,636	45,097	2,909	(43,901)
Adjusted EBIT	104,347	67,788	(8,275)	(76,792)	(82,368)
Depreciation and amortization and stock compensation amortization	15,866	15,642	17,573	17,878	24,774
Inventory impairments and option contract abandonments	8,062	2,650	12,514	33,458	49,526
Joint venture impairment and abandonment charges	—	181	36	594	24,328
Adjusted EBITDA	\$ 128,275	\$ 86,261	\$ 21,848	\$ (24,862)	\$ 16,260

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Executive Overview and Outlook

### Executive Overview and Outlook:

Fiscal 2014 marked a very important milestone for the Company. For the first time since fiscal 2006, we reported positive net income and delivered Adjusted EBITDA that exceeded our cash interest expense. We see this as a turning point for the Company and believe that the extensive work and effort that drove our results this year have laid the foundation for further expansion in profitability in the years ahead.

The Company reported full year net income of \$34.9 million for fiscal 2014, which included several significant items:

- A loss on extinguishment of debt of \$19.9 million
- An IRS appeals case was approved in our favor resulting in a cash refund and income tax benefit of \$28.5 million
- Beazer Pre-Owned Rental Homes was sold generating a gain of \$6.3 million
- Reserves for uncertain tax positions were reversed due to lapses in statutes of limitation and closing of audits during fiscal year 2014 resulting in a non-cash tax benefit of \$13.9 million
- Impairments and abandonments of \$8.3 million for the fiscal year with \$5.4 million occurring in the fourth quarter
- Unexpected warranty reserves totaling \$4.9 million in cost of sales during the fourth quarter

The unexpected warranty charges resulted from water intrusion issues in certain homes built in Florida and New Jersey with an average age of more than 7 years ago. The charges were recorded in cost of sales and therefore reduced all measurements of income, including gross margin, Adjusted EBITDA and income from operations. For the year ended September 30, 2014, excluding the impact of these charges, homebuilding gross margin before impairments and abandonments and interest amortized to cost of sales would have been 22.2% and Adjusted EBITDA would have been \$133.2 million.

We believe that we are still in the early stages of a housing recovery that is likely to last for at least several more years. The fundamentals including favorable demographic trends, excellent affordability and employment growth all point to a stronger and more stable level of demand for new homes than the uneven levels the industry experienced during fiscal 2014. The overall shape of the recovery has been flatter than many predicted, in large part, due to continuing mortgage constraints. Even those who are qualified for a mortgage often find the process to be overwhelming and cumbersome. Until lenders are given a clear understanding of their put-back risks, we believe that some members of the new home potential buyer pool will stay on the sidelines. As a result and combined with general economic and geopolitical uncertainties, we anticipate a slower recovery than the fundamentals would otherwise suggest.

In November 2013, we introduced our plan to reach \$2 billion in revenue with a 10% Adjusted EBITDA margin, which we called our “2B-10” plan. We expect to reach these objectives by making improvements on five key metrics: (1) sales per community per month (or our absorption rate), (2) active community count, (3) average selling prices, (4) homebuilding gross margins, and (5) cost leverage as measured by selling, general and administrative costs as a percentage of total revenue. During fiscal 2014, we made progress on several of these metrics and as a result grew revenue to \$1.5 billion, up 13.7% year-over-year and Adjusted EBITDA to \$128.3 million, up 48.7% versus fiscal 2013. Further, Adjusted EBITDA margin increased 210 basis points to 8.8% for the year ended September 30, 2014. These improvements were due to the intense focus we have placed on the operational drivers of this plan, and in part, to stronger home pricing conditions.

Specifically during fiscal 2014, our rate of sales per community per month was 2.8. Although we had hoped to have slightly higher absorption rates, given the uneven nature of demand in today’s new home sales market, we were pleased that our sales per community per month exceeded those reported by a large number of our peers.

Over the past couple of years, we significantly increased our level of land investments in an effort to grow our active community count. We purchased mostly raw and partially developed land in some of the best school districts and most active job markets in the country. After year-over-year declines in active community counts for every quarter since mid-2012, we ended fiscal 2014 with 155 active communities, which was 16% higher than a year earlier. For fiscal 2015, we expect continued year-over-year expansion in community count, which should help us achieve positive order growth for the year.

Although we have been buying land in almost all of our markets, our incremental land investments over the past couple of years have been disproportionately focused on securing attractive parcels in Texas, California, Florida and the Mid-Atlantic, which feature some of the strongest employment characteristics and school districts in the country as well as some of our higher priced product lines. This geographic mix shift, combined with some market pricing power, particularly during the spring of fiscal 2013, has led to a significant rise in our average selling price from \$253 thousand last year to \$285 thousand this year. In addition, we ended fiscal 2014 with an average selling price for our units in backlog of \$305 thousand.

We also reported significantly improved homebuilding gross margins during fiscal 2014. For the year, our homebuilding gross margin (excluding impairments, abandonments and interest in cost of sales) improved 190 basis points to 21.9%.

Finally, our cost leverage improved slightly from fiscal 2013. Our selling, general and administrative expenses were 13.3% of total revenue for fiscal 2014, compared with 13.5% a year earlier. As we continue to grow total revenue in future quarters, we anticipate further improvement on this metric.

We expect to continue our focus on our “2B-10” metrics during fiscal 2015 with particular emphasis on growing our active community count.

**Critical Accounting Policies:** Some of our critical accounting policies require the use of judgment in their application or 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. Listed below are those policies that we believe are critical and require the use of complex judgment in their application.

#### ***Inventory Valuation - Held for Development***

Our homebuilding inventories that are accounted for as held for development 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. We assess these assets no less than quarterly for recoverability. Generally, upon the commencement of land development activities, it may take three to five years (depending on, among other things, the size of the community and its sales pace) to fully develop, sell, construct and close all the homes in a typical community. However, the impact of the recent downturn in our business has significantly lengthened the estimated life of many communities. Recoverability of assets is measured by comparing the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If the expected undiscounted cash flows generated are expected to be less than its carrying amount, an impairment charge is recorded to write down the carrying amount of such asset to its estimated fair value based on discounted cash flows.

When conducting our community level review for the recoverability of our homebuilding inventories held for development, we establish a quarterly “watch list” of communities with more than 10 homes remaining that carry profit margins in backlog or in our forecast that are below a minimum threshold of profitability. In our experience, this threshold represents a level of profitability that may be an indicator of conditions which would require an asset impairment but does not guarantee that such impairment will definitively be appropriate. As such, assets on the quarterly watch list are subject to substantial additional financial and operational analyses and review that consider the competitive environment and other factors contributing to profit margins below our watch list threshold. For communities where the current competitive and market dynamics indicate that these factors may be other than temporary, which may call into question the recoverability of our investment, a formal impairment analysis is performed. The formal impairment analysis consists of both qualitative competitive market analyses and a quantitative analysis reflecting market and asset specific information.

Our qualitative competitive market analyses include site visits to competitor new home communities and written community level competitive assessments. A competitive assessment consists of a comparison of our specific community with its competitor communities, considering square footage of homes offered, amenities offered within the homes and the communities, location, transportation availability and school districts, among many factors. In addition, we review the pace of monthly home sales of our competitor communities in relation to our specific community. We also review other factors such as the target buyer and the macro-economic characteristics that impact the performance of our assets, such as unemployment and the availability of mortgage financing, among other things. Based on this qualitative competitive market analysis, adjustments to our sales prices may be required in order to make our communities competitive. We incorporate these adjusted prices in our quantitative analysis for the specific community.

The quantitative analysis compares the projected future undiscounted cash flows for each such community with its current carrying value. This undiscounted cash flow analysis requires important assumptions regarding the location and mix of house plans to be sold, current and future home sale prices and incentives for each plan, current and future construction costs for each plan, and the pace of monthly sales to occur today and into the future.

There is uncertainty associated with preparing the undiscounted cash flow analysis because future market conditions will almost certainly be different, either better or worse, than current conditions. The single most important “input” to the cash flow analysis is current and future home sales prices for a specific community. The risk of over or under-stating any of the important cash flow variables, including home prices, is greater with longer-lived communities and within markets that have historically experienced greater home price volatility. In an effort to address these risks, we consider some home price and construction cost appreciation in future years for certain communities that are expected to be selling for more than three years and/or if the market has typically exhibited high levels of price volatility. Absent these assumptions on cost and sales price appreciations, we believe the long-term cash flow analysis would be unrealistic and would serve to artificially improve expected future profitability. Finally, we also ensure that the monthly sales absorptions, including historical seasonal differences of our communities and those of our competitors, used in our undiscounted cash flow analyses are realistic, consider our development schedules and relate to those achieved by our competitors for the specific communities.

If the aggregate undiscounted cash flows from our quantitative analysis are in excess of the carrying value, the asset is considered to be recoverable and is not impaired. If the aggregate undiscounted cash flows are less than the carrying or book value, we perform a discounted cash flow analysis to determine the fair value of the community. The fair value of the community is estimated using the present value of the estimated future cash flows using discount rates commensurate with the risk associated with the underlying community assets. The discount rate used may be different for each community. The factors considered when determining an appropriate discount rate for a community include, among others: (1) community specific factors such as the number of lots in the community, the status of land development in the community, the competitive factors influencing the sales performance of the community and (2) overall market factors such as employment levels, consumer confidence and the existing supply of new and used homes for sale. If the determined fair value is less than the carrying value of the specific asset, the asset is considered not recoverable and is written down to its fair value plus the asset's share of capitalized unallocated interest and other costs. The carrying value of assets in communities that were previously impaired and continue to be classified as held for development is not increased for future estimates of increases in fair value in future reporting periods.

Due to uncertainties in the estimation process, particularly with respect to projected home sales prices and absorption rates, the timing and amount of the estimated future cash flows and discount rates, it is reasonably possible that actual results could differ from the estimates used in our impairment analyses. 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. Because the projected cash flows used to evaluate the fair value of inventory are significantly impacted by changes in market conditions including decreased sales prices, a change in sales prices or changes in absorption estimates based on current market conditions and management's assumptions relative to future results could lead to additional impairments in certain communities during any given period. Market deterioration that exceeds our estimates may lead us to incur additional impairment charges on previously impaired homebuilding assets in addition to homebuilding assets not currently impaired but for which indicators of impairment may arise if market conditions deteriorate.

#### ***Asset Valuation - Land Held for Future Development***

For those communities for which construction and development activities are expected to occur in the future or 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. The future enactment of a development plan or the occurrence of events and circumstances may indicate that the carrying amount of an asset may not be recoverable. We evaluate the potential development plans of each community in land held for future development if changes in facts and circumstances occur which would give rise to a more detailed analysis for a change in the status of a community to active status or held for development.

#### ***Asset Valuation - Land Held for Sale***

We record assets held for sale at the lower of the carrying value or fair value less costs to sell. The following criteria are used to determine if land is held for sale:

- management has the authority and commits to a plan to sell the land;
- the land is available for immediate sale in its present condition;
- there is an active program to locate a buyer and the plan to sell the property has been initiated;
- the sale of the land is probable within one year;
- the property is being actively marketed at a reasonable sale price relative to its current fair value; and
- it is unlikely that the plan to sell will be withdrawn or that significant changes to the plan will be made.

Additionally, in certain circumstances, management will re-evaluate the best use of an asset that is currently being accounted for as held for development. In such instances, management will review, among other things, the current and projected competitive circumstances of the community, including the level of supply of new and used inventory, the level of sales absorptions by us and our competition, the level of sales incentives required and the number of owned lots remaining in the community. If, based on this review and the foregoing criteria have been met at the end of the applicable reporting period, we believe that the best use of the asset is the sale of all or a portion of the asset in its current condition, then all or portions of the community are accounted for as held for sale.

In determining the fair value of the assets less cost to sell, we consider factors including current sales prices for comparable assets in the area, recent market analysis studies, appraisals, any recent legitimate offers and listing prices of similar properties. If the

estimated fair value less cost to sell of an asset is less than its current carrying value, the asset is written down to its estimated fair value less cost to sell.

Due to uncertainties in the estimation process, it is reasonably possible that actual results could differ from the estimates used in our historical analyses. Our assumptions about land sales prices require significant judgment because the current market is highly sensitive to changes in economic conditions. We calculated the estimated fair values of land held for sale based on current market conditions and assumptions made by management, which may differ materially from actual results and may result in additional impairments if market conditions deteriorate.

### ***Homebuilding Revenues and Costs***

Revenue from the sale of a home is generally recognized when the closing has occurred and the risk of ownership is transferred to the buyer. All associated homebuilding costs are charged to cost of sales in the period when the revenues from home closings are recognized. Homebuilding costs include land and land development costs (based upon an allocation of such costs, including costs to complete the development, or specific lot costs), home construction costs (including an estimate of costs, if any, to complete home construction), previously capitalized indirect costs (principally for construction supervision), capitalized interest and estimated warranty costs. Sales commissions are recognized as expense when the closing has occurred. All other costs are expensed as incurred.

### ***Warranty Reserves***

We currently provide a limited warranty (ranging from one to two years) covering workmanship and materials per our defined performance quality standards. In addition, we provide a limited warranty (generally ranging from a minimum of five years up to the period covered by the applicable statute of repose) covering only certain defined construction defects. We also provide a defined structural warranty with single-family homes and townhomes in certain states.

Since we subcontract our homebuilding work to subcontractors whose contracts generally include an indemnity obligation and a requirement that certain minimum insurance requirements be met, including providing us with a certificate of insurance prior to receiving payments for their work, claims relating to workmanship and materials are generally the primary responsibility of our subcontractors.

Warranty reserves are included in other liabilities in the consolidated balance sheets. We record reserves covering our anticipated warranty expense for each home closed. Management reviews the adequacy of warranty reserves each reporting period, based on historical experience and management's estimate of the costs to remediate the claims, and adjusts these provisions accordingly. Our review includes a quarterly analysis of the historical data and trends in warranty expense by operating segment. An analysis by operating segment allows us to consider market specific factors such as our warranty experience, the number of home closings, the prices of homes, product mix and other data in estimating our warranty reserves. In addition, our analysis also contemplates the existence of any non-recurring or community-specific warranty related matters that might not be contemplated in our historical data and trends. As a result of our analyses, we adjust our estimated warranty liabilities. Based on historical results, we believe that our existing estimation process is accurate and do not anticipate the process to materially change in the future. Our estimation process for such accruals is discussed in Note 9 to the Consolidated Financial Statements. While we believe that our current warranty reserves are adequate, there can be no assurances that historical data and trends will accurately predict our actual warranty costs or that future developments might not lead to a significant change in the reserve.

### ***Investments in Unconsolidated Entities***

We participate in a number of joint ventures and other investments in which we have less than a controlling interest. We enter into the majority of these investments 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 land positions are developed into finished lots for sale to the unconsolidated entity's members or other third parties. We recognize our share of equity in income (loss) and profits (losses) from the sale of lots to other buyers. Our share of profits from lots we purchase from the unconsolidated entities is deferred and treated as a reduction of the cost of the land purchased from the unconsolidated entity. Such profits are subsequently recognized at the time the home closes and title passes to the homebuyer. We evaluate our investments in unconsolidated entities for impairment during each reporting period. A series of operating losses of an investee or other factors may indicate that a decrease in the value of our investment in the unconsolidated entity has occurred which is other-than-temporary. The amount of impairment recognized is the excess of the investment's carrying value over its estimated fair value. Our unconsolidated entities typically obtain secured acquisition and development financing. We account for our interest in unconsolidated entities under the equity method.

See Note 3, Investments in Marketable Securities and Unconsolidated Entities.

## *Income Taxes - Valuation Allowance*

Judgment is required in estimating valuation allowances for deferred tax assets. Deferred tax assets are reduced by a valuation allowance if an assessment of their components indicates that it is more likely than not that all or some portion of these assets will not be realized. The realization of a deferred tax asset ultimately depends on the existence of sufficient taxable income in either the carryback or carryforward periods under tax law. We periodically assess the need for valuation allowances for deferred tax assets based on more-likely-than-not realization threshold criteria. In our assessment, appropriate consideration is given to all positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, our experience with operating loss and tax credit carryforwards not expiring unused, the Section 382 limitation on our ability to carryforward pre-ownership change net operating losses and recognized built-in losses or deductions, and tax planning alternatives.

Our assessment of the need for the valuation of deferred tax assets includes assessing the likely future tax consequences of events that have been recognized in our financial statements or tax returns. We base our estimate of deferred tax assets and liabilities on current tax laws and rates and, in certain cases, business plans and other expectations about future outcomes. Changes in existing tax laws or rates could affect actual tax results and future business results may affect the amount of deferred tax liabilities or the valuation of deferred tax assets over time. Our accounting for deferred tax consequences represents our best estimate of future events. Although it is possible there will be changes that are not anticipated in our current estimates, we believe it is unlikely such changes would have a material period-to-period impact on our financial position or results of operations.

During fiscal 2008, we determined that it was not more likely than not that substantially all of our deferred tax assets would be realized and, therefore, we established a valuation allowance for substantially all of our deferred tax assets. As of September 30, 2014, we continued our evaluation of whether the valuation allowance against our deferred tax assets was still required. We considered positive evidence including evidence of recovery in the housing markets where we operate, the prospects of continued profitability and growth, a strong order backlog and sufficient balance sheet liquidity to sustain and grow operations. Although the Company's performance and current positioning is bringing it closer to a conclusion that a valuation allowance is no longer needed, further evidence of sustained profitability is needed to reverse our valuation allowance against our deferred tax assets. Therefore, based upon all available positive and negative evidence, we concluded a valuation allowance is still needed for substantially all of our gross deferred tax assets at September 30, 2014. Management reassesses the realizability of the deferred tax assets each reporting period. In future periods, we may reduce all or a portion of our valuation allowance, generating a non-cash tax benefit, if sufficient positive evidence is present indicating that it is more likely than not that a portion or all of our deferred tax assets will be realized.

We experienced an "ownership change" as defined in Section 382 of the Internal Revenue Code as of January 12, 2010. Section 382 contains rules that limit the ability of a company that undergoes an "ownership change" to utilize its net operating loss carryforward and certain built-in losses or deductions recognized during the five-year period after the ownership change. Therefore, our ability to utilize our pre-ownership change net operating loss (NOL) carryforwards and certain recognized built-in losses or deductions is limited by Section 382.

There can be no assurance that another ownership change, as defined in the tax law, will not occur. If another "ownership change" occurs, a new annual limitation on the utilization of net operating losses would be determined as of that date.

**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. However, periods of economic downturn in the homebuilding industry will typically alter seasonal patterns. The following chart presents certain quarterly operating data for our continuing operations for our last twelve fiscal quarters:

**New Orders (Net of Cancellations)**

	<u>1st Qtr</u>	<u>2nd Qtr</u>	<u>3rd Qtr</u>	<u>4th Qtr</u>	<u>Total</u>
<b>2014</b>	<b>895</b>	<b>1,390</b>	<b>1,290</b>	<b>1,173</b>	<b>4,748</b>
2013	932	1,521	1,381	1,192	5,026
2012	724	1,512	1,555	1,110	4,901

**Closings**

	<u>1st Qtr</u>	<u>2nd Qtr</u>	<u>3rd Qtr</u>	<u>4th Qtr</u>	<u>Total</u>
<b>2014</b>	<b>1,038</b>	<b>977</b>	<b>1,241</b>	<b>1,695</b>	<b>4,951</b>
2013	1,038	1,127	1,234	1,657	5,056
2012	867	844	1,109	1,608	4,428

**RESULTS OF CONTINUING OPERATIONS:**

**Fiscal Year Ended September 30,**

(\$ in thousands)	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Revenues:</b>			
Homebuilding	\$ 1,409,880	\$ 1,279,212	\$ 996,059
Land sales and other	53,887	8,365	9,618
Total	<u>\$ 1,463,767</u>	<u>\$ 1,287,577</u>	<u>\$ 1,005,677</u>
<b>Gross profit:</b>			
Homebuilding	\$ 260,746	\$ 212,054	\$ 103,105
Land sales and other	2,713	2,076	1,983
Total	<u>\$ 263,459</u>	<u>\$ 214,130</u>	<u>\$ 105,088</u>
<b>Gross margin:</b>			
Homebuilding	18.5 %	16.6 %	10.4 %
Land sales and other	5.0 %	24.8 %	20.6 %
Total	18.0 %	16.6 %	10.4 %
<b>Commissions</b>	\$ 58,028	\$ 52,922	\$ 43,585
<b>General and administrative (G&amp;A) expenses:</b>	\$ 136,463	\$ 121,163	\$ 110,051
<b>G&amp;A as a percentage of total revenue</b>	9.3 %	9.4 %	10.9 %
<b>Depreciation and amortization</b>	\$ 13,279	\$ 12,784	\$ 13,510
<b>Operating income (loss)</b>	<u>\$ 55,689</u>	<u>\$ 27,261</u>	<u>\$ (62,058)</u>
<b>Operating income (loss) as a percentage of total revenue</b>	3.8 %	2.1 %	(6.2) %
<b>Effective Tax Rate</b>	608.0 %	9.8 %	22.9 %
<b>Equity in income (loss) of unconsolidated entities</b>	\$ 6,545	\$ (113)	\$ 304
<b>Loss on extinguishment of debt</b>	\$ (19,917)	\$ (4,636)	\$ (45,097)

**Homebuilding Operations Data**

	<u>New Orders, net</u>					<u>Cancellation Rates</u>		
	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>14 v 13</u>	<u>13 v 12</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
West	1,815	2,176	2,152	(16.6) %	1.1 %	21.9 %	22.9 %	26.5 %
East	1,539	1,543	1,615	(0.3) %	(4.5) %	21.4 %	24.3 %	32.1 %
Southeast	1,394	1,307	1,134	6.7 %	15.3 %	20.5 %	16.7 %	20.5 %
Total	<u>4,748</u>	<u>5,026</u>	<u>4,901</u>	<u>(5.5) %</u>	<u>2.6 %</u>	<u>21.3 %</u>	<u>21.8 %</u>	<u>27.2 %</u>

Sales per active community per month were 2.8 for the year ended September 30, 2014 compared to 2.9 for the year ended September 30, 2013, contributing to the 5.5% decline in net new orders year-over-year. During the year, we opened 73 communities and closed out of 52, leading to an active community count of 155 at September 30, 2014, compared to 134 at September 30, 2013. The decrease in new orders in the West segment was primarily driven by the close out of several communities during fiscal 2014 in advance of new community openings and by a softening homebuyer market in Las Vegas and Phoenix.

	As of September 30,				
	2014	2013	2012	14 v 13	13 v 12
Backlog Units:					
West	557	738	839	(24.5)%	(12.0)%
East	600	661	747	(9.2)%	(11.5)%
Southeast	533	494	337	7.9%	46.6%
Total	1,690	1,893	1,923	(10.7)%	(1.6)%
Aggregate dollar value of homes in backlog (\$ in millions)	\$ 515.9	\$ 528.1	\$ 479.1	(2.3)%	10.2%
ASP in backlog (in thousands)	\$ 305.3	\$ 279.0	\$ 249.1	9.4%	12.0%

Backlog above 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. Backlog at September 30, 2014 is lower than the prior year due to the slower selling environment experienced this year as evidenced by our decline in sales per community per month in each of the last three quarters of the fiscal year compared to the prior year. We expect new orders and backlog to increase over time as our active communities increase.

#### Homebuilding Revenues, Average Selling Price (ASP) and Closings

(\$ in thousands)	Homebuilding Revenues					Average Selling Price				
	2014	2013	2012	14 v 13	13 v 12	2014	2013	2012	14 v 13	13 v 12
West	\$ 537,149	\$ 543,524	\$ 386,544	(1.2)%	40.6%	\$ 269.1	\$ 238.7	\$ 205.3	12.7%	16.3%
East	525,439	482,468	401,814	8.9%	20.1%	328.4	296.2	266.8	10.9%	11.0%
Southeast	347,292	253,220	207,701	37.2%	21.9%	256.3	220.2	199.9	16.4%	10.2%
Total	\$ 1,409,880	\$ 1,279,212	\$ 996,059	10.2%	28.4%	\$ 284.8	\$ 253.0	\$ 224.9	12.6%	12.5%

	Closings				
	2014	2013	2012	14 v 13	13 v 12
West	1,996	2,277	1,883	(12.3)%	20.9%
East	1,600	1,629	1,506	(1.8)%	8.2%
Southeast	1,355	1,150	1,039	17.8%	10.7%
Total	4,951	5,056	4,428	(2.1)%	14.2%

Generally, improved operational strategies, product and geographic mix and market conditions in certain of our markets enhanced our ability to generate higher ASP over the past year. This higher ASP drove our increase in homebuilding revenues for fiscal 2014 as compared to the prior year. During fiscal 2013, we were able to increase prices or reduce incentives in response to robust demand and improved market conditions in the majority of our markets in our West segment. These conditions in a majority of our West markets have moderated over the past few quarters.

We anticipate that our average ASP will continue to increase in future quarters as indicated by our increase in ASP for homes in backlog and continued product and geographic mix shift toward higher priced markets. We also anticipate that our closings in future quarters will increase as our number of active communities increases.

## Homebuilding Gross Profit

The following table sets forth our homebuilding gross profit and gross margin by reportable segment and total homebuilding gross profit and gross margin, and such amounts excluding inventory impairments and abandonments and interest amortized to cost of sales for the fiscal years ended September 30, 2014, 2013 and 2012. Homebuilding gross profit is defined as homebuilding revenues 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 lot option abandonment charges).

(\$ in thousands)

### Fiscal Year Ended September 30, 2014

	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to HB COS	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	\$ 120,048	22.3 %	\$ 4,948	\$ 124,996	23.3 %	\$ —	\$ 124,996	23.3 %
East	99,400	18.9 %	463	99,863	19.0 %	—	99,863	19.0 %
Southeast	66,743	19.2 %	2,523	69,266	19.9 %	—	69,266	19.9 %
Corporate & unallocated	(25,445)		373	(25,072)		39,255	14,183	
Total homebuilding	<u>\$ 260,746</u>	18.5 %	<u>\$ 8,307</u>	<u>\$ 269,053</u>	19.1 %	<u>\$ 39,255</u>	<u>\$ 308,308</u>	21.9 %

(\$ in thousands)

### Fiscal Year Ended September 30, 2013

	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to HB COS	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	\$ 114,813	21.1 %	\$ 378	\$ 115,191	21.2 %	\$ —	\$ 115,191	21.2 %
East	87,081	18.0 %	156	87,237	18.1 %	—	87,237	18.1 %
Southeast	48,260	19.1 %	2,099	50,359	19.9 %	—	50,359	19.9 %
Corporate & unallocated	(38,100)		—	(38,100)		41,246	3,146	
Total homebuilding	<u>\$ 212,054</u>	16.6 %	<u>\$ 2,633</u>	<u>\$ 214,687</u>	16.8 %	<u>\$ 41,246</u>	<u>\$ 255,933</u>	20.0 %

(\$ in thousands)

### Fiscal Year Ended September 30, 2012

	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to HB COS	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	\$ 60,829	15.7 %	\$ 4,203	\$ 65,032	16.8 %	\$ —	\$ 65,032	16.8 %
East	52,870	13.2 %	5,736	58,606	14.6 %	—	58,606	14.6 %
Southeast	38,294	18.4 %	1,796	40,090	19.3 %	—	40,090	19.3 %
Corporate & unallocated	(48,888)		475	(48,413)		60,952	12,539	
Total homebuilding	<u>\$ 103,105</u>	10.4 %	<u>\$ 12,210</u>	<u>\$ 115,315</u>	11.6 %	<u>\$ 60,952</u>	<u>\$ 176,267</u>	17.7 %

Our overall homebuilding gross profit increased to \$260.7 million for the fiscal year ended September 30, 2014 from \$212.1 million in the prior year. The increase was primarily due to the \$130.7 million increase in homebuilding revenues including a 12.6% increase in ASP, partially offset by a \$5.7 million increase in impairments and abandonments and \$4.9 million of unexpected warranty costs recorded in the fourth quarter of fiscal 2014. These warranty costs related to water intrusion problems in homes in certain of our communities located in Florida and New Jersey, with an average age in excess of 7 years.

The issues in Florida related to water intrusion problems arising from stucco installation on specific home elevations in several communities. The water intrusion issues in New Jersey related to flashing and stone installation in one specific community. We consider these charges to be unexpected in nature and are not expected to be recurring. The unexpected warranty charges were included in cost of sales and therefore reduced all measurements of income, including gross margin, Adjusted EBITDA and income from operations. For the year ended September 30, 2014, excluding the impact of the unexpected warranty charges, gross margin before impairments and abandonments and interest amortized to cost of sales would have been 22.2%, Adjusted EBITDA would have been \$133.2 million and income from operations would have been \$28.4 million.

Corporate and unallocated gross profit for the year ended September 30, 2014 included an increase in the capitalization of indirect spending relative to the increase in inventory during the year as well as the reduction in certain reserves related to product liability issues not allocated to our operating segments.

For the fiscal year ended September 20, 2013, our overall homebuilding gross profit increased by \$108.9 million compared to fiscal year 2012. The increase was mainly related to a \$283.2 million increase in homebuilding revenues including a 12.5% increase in ASP, a \$9.6 million decrease in impairments and abandonments and a \$19.7 million decrease in interest amortized to cost of sales, offset partially by increases in material and labor costs. This increase for the fiscal year ended September 30, 2013 was offset partially by an \$11 million insurance recovery recognized in the prior year related to previously recorded water intrusion related expenditures.

Total homebuilding gross profit and gross margin excluding inventory impairments and abandonments and interest amortized to cost of sales are not GAAP financial measures. These measures should not be considered alternatives to homebuilding gross profit determined in accordance with GAAP as an indicator of operating performance. The magnitude and volatility of non-cash inventory impairment and abandonment charges for the Company, and for other home builders, have been significant in recent periods and, as such, have made financial analysis of our industry more difficult. Homebuilding metrics excluding these charges, and other similar presentations by analysts and other companies, are frequently used to assist investors in understanding and comparing the operating characteristics of home building 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 compare operating results and as a measure of the level of cash which may be available for discretionary spending.

In a given period, our reported gross margins arise from both communities previously impaired and communities not previously impaired. In addition, as indicated above, certain gross margin 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 margins at each home closing are 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 which 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 margin 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 margins 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 fiscal 2014, the homebuilding gross margin from our continuing operations was 18.5% and excluding interest and inventory impairments, it was 21.9%. For the same period, homebuilding gross margins were as follows in those communities that have previously been impaired:

Homebuilding Gross Margin from previously impaired communities:

Pre-impairment turn gross margin	(1.0)%
Impact of interest amortized to COS related to these communities	3.3 %
Pre-impairment turn gross margin, excluding interest amortization	<u>2.3 %</u>
Impact of impairment turns	18.1 %
Gross margin (post impairment turns), excluding interest	<u><u>20.4 %</u></u>

These previously impaired communities represented 16% of our closings in fiscal 2014. As these communities continue to close out, we expect the impact on our overall homebuilding gross margin to be further reduced.

The estimated fair value of our impaired inventory, the number of lots and number of communities impaired in each period are set forth in the table below as follows:

(\$ in thousands) Quarter Ended	Estimated Fair Value of Impaired Inventory at Period End			Lots Impaired			Communities Impaired		
	2014	2013	2012	2014	2013	2012	2014	2013	2012
September 30	\$ 14,379	\$ —	\$ —	180	—	—	2	—	—
June 30	\$ —	\$ —	\$ 11,187	—	—	170	—	—	3
March 31	\$ —	\$ —	\$ 3,292	—	—	25	—	—	1
December 31	\$ —	\$ —	\$ 6,377	—	—	51	—	—	1

### Land Sales and Other Revenues and Gross Profit

Land sales relate to land and lots sold that did not fit within our homebuilding programs and strategic plans in these markets. Other revenues include net fees we received for general contractor services we performed on behalf of a third party and broker fees and, in the fiscal year ended September 30, 2012, rental revenues earned by our former Beazer Pre-Owned Rental Homes (Pre-Owned) operations. N/M in the table below indicates the percentage "not meaningful."

(In thousands)	Land Sales and Other Revenues				
	2014	2013	2012	14 v 13	13 v 12
West	\$ 19,592	\$ 4,112	\$ 5,104	376.5 %	(19.4) %
East	26,643	1,217	652	2,089.2 %	86.7 %
Southeast	7,652	3,036	2,748	152.0 %	10.5 %
Pre-Owned	—	—	1,114	n/m	n/m
Total	\$ 53,887	\$ 8,365	\$ 9,618	544.2 %	(13.0) %

(In thousands)	Land Sales and Other Gross Profit (Loss)				
	2014	2013	2012	14 v 13	13 v 12
West	\$ 2,209	\$ 416	\$ (574)	431.0 %	172.5 %
East	1,716	231	83	642.9 %	178.3 %
Southeast	829	1,429	1,860	(42.0) %	(23.2) %
Pre-Owned	—	—	614	n/m	n/m
Corporate and unallocated (a)	(2,041)	—	—	n/m	n/m
Total	\$ 2,713	\$ 2,076	\$ 1,983	30.7 %	4.7 %

(a) Corporate and unallocated includes interest amortized to land sales.

As anticipated, we closed on a number of land sales in the fourth quarter of fiscal 2014 in all three segments, leading to the significant increase from fiscal 2013. These land sales relate to land and lots sold that did not fit within our homebuilding programs and strategic plans in these markets. The decrease in land sales and other revenues from fiscal 2012 to fiscal 2013 related primarily to the decrease in Pre-Owned revenues. We contributed our interest in Pre-Owned for an investment in an unconsolidated entity on May 3, 2012.

## Operating Income

(In thousands)	Fiscal Year Ended September 30,				
	2014	2013	2012	14 v 13	13 v 12
West	\$ 65,442	\$ 59,084	\$ 15,147	\$ 6,358	\$ 43,937
East	48,127	40,670	9,152	7,457	31,518
Southeast	31,854	23,030	14,815	8,824	8,215
Pre-Owned	—	—	(229)	—	229
Corporate and unallocated	(89,734)	(95,523)	(100,943)	5,789	5,420
Operating Income (Loss)	\$ 55,689	\$ 27,261	\$ (62,058)	\$ 28,428	\$ 89,319

Our operating income improved by \$28.4 million to \$55.7 million for the fiscal year ended September 30, 2014, compared to fiscal 2013. As a percentage of revenue, our operating income was 3.8% for fiscal 2014 compared to 2.1% for fiscal 2013. The year-over-year increase primarily reflects the impact of increased revenues and gross profit, operational efficiencies and market improvements.

Operating income improved by \$89.3 million for the fiscal year ended September 30, 2013 compared to the prior year. As a percentage of revenue, our operating income (loss) was 2.1% for fiscal 2013 compared to (6.2)% for fiscal 2012. This improvement is due primarily to a 28.4% increase in homebuilding revenues and increased gross profit, including a \$9.6 million decrease in impairments and abandonments.

### 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 substantially all 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.

Our overall effective tax rates from continuing operations were 608.0%, 9.8% and 22.9% for the fiscal years ended September 30, 2014, 2013 and 2012. The tax benefit recognized during the fiscal year ended September 30, 2014 and the related effective tax rate related primarily to the refund of tax and accrued interest from our IRS examination closing, release of estimated liabilities for previously uncertain tax positions, and utilization of certain carryback opportunities. The tax benefit recognized during the fiscal year ended September 30, 2013 and the related effective tax rate related primarily to our release of estimated liabilities for previously uncertain tax positions and utilization of certain carryback opportunities. The tax benefit recognized during the fiscal year ended September 30, 2012, and the related effective tax rate primarily reflected our release of estimated liabilities for previously uncertain tax positions.

### *Fiscal year ended September 30, 2014 as compared to 2013*

*West Segment:* Homebuilding revenues decreased 1.2% for the fiscal year ended September 30, 2014 compared to the prior year, primarily due to a 12.3% decrease in closings, offset by a 12.7% increase in ASP. The decrease in the number of closings was primarily driven by lower new orders. As compared to the prior year, our homebuilding gross profit increased \$5.2 million despite a \$4.6 million increase in impairments and abandonments. Homebuilding gross margins without the impairments and abandonments increased from 21.2% to 23.3%. These increases were primarily due to decreased incentives, product mix and modest price appreciation in most of our submarkets in the West which enabled us to better absorb increases in direct material, labor and land costs. The \$6.4 million increase in operating income resulted from the aforementioned increase in homebuilding gross profit offset partially by the \$4.9 million of impairments recorded on two communities in the West.

*East Segment:* Homebuilding revenues increased 8.9% for the fiscal year ended September 30, 2014 compared to the prior year, driven by a 10.9% increase in ASP and partially offset by a 1.8% decrease in closings. The improvements in homebuilding revenues and ASP also contributed to a \$12.3 million increase in our homebuilding gross profit partially offset by the unexpected warranty charges related to certain homes in New Jersey. As a result, homebuilding gross margins increased from 18.0% to 18.9%. The increase in operating income in the East Segment was driven primarily by our increased revenues and related gross profit. These increases were offset partially by increases in commissions, sales and marketing and model refurbishment costs to drive absorptions in some of our underperforming communities.

*Southeast Segment:* Homebuilding revenues increased 37.2% for the fiscal year ended September 30, 2014. This increase in revenues drove an \$18.5 million increase in homebuilding gross profit and an \$8.8 million increase in operating income. Operating income was

partially offset by the unexpected warranty charges related to certain homes in Florida, increased commissions, sales and marketing and personnel-related expenses to support the revenue increase. Our fiscal 2014 and fiscal 2013 land sales and other revenue and gross profit in our Southeast Segment include net fees received for general contractor services we performed on behalf of a third party.

*Corporate and Unallocated:* Corporate and unallocated includes amortization of capitalized interest and numerous shared services functions that benefit all segments, including information technology, treasury, corporate finance, legal, branding and other national marketing costs. The costs of these shared services are not allocated to the operating segments. For the fiscal year ended September 30, 2014, our corporate and unallocated expense decreased \$5.8 million compared to the prior year due to an increase in the amount of indirect spending capitalized, offset partially by an increase in personnel related expenses including an increase in headcount and variable compensation plans related to our actual and anticipated growth.

#### ***Fiscal year ended September 30, 2013 as compared to 2012***

*West Segment:* Homebuilding revenues increased 40.6% for the fiscal year ended September 30, 2013 compared to the prior year, primarily due to a 20.9% increase in closings and a 16.3% increase in ASP. These improvements were driven by higher demand which facilitated price appreciation in a majority of our submarkets as well as increased absorptions. As compared to the prior year, our homebuilding gross profit increased \$54.0 million (including a \$3.8 million decrease in impairments and abandonments). Homebuilding gross margins without the impairments and abandonments increased from 16.8% to 21.2% due to our increased revenues and our ability to absorb increases in direct construction costs per home related to increases in material and labor costs. The \$43.9 million increase in operating income resulted from the aforementioned increase in homebuilding gross profit offset partially by a \$6.7 million increase in commissions related to the increase in homebuilding revenues.

*East Segment:* Homebuilding revenues increased 20.1% for the fiscal year ended September 30, 2013 compared to the prior year, driven by an 8.2% increase in closings and an 11.0% increase in ASP. These improvements also contributed to a \$34.2 million increase in our homebuilding gross profit (including a \$5.6 million decrease in impairments and abandonments). As a result, homebuilding gross margins increased from 13.2% to 18.0%, and excluding impairments and abandonments, increased from 14.6% to 18.1%. The increase in operating income in the East Segment was driven primarily by our increased revenues and related gross profit. These increases were offset partially by increases in commissions, sales and marketing and model refurbishment costs to drive absorptions in some of our underperforming communities.

*Southeast Segment:* Homebuilding revenues increased 21.9% for the fiscal year ended September 30, 2013. This increase was driven primarily by double-digit increases in closings and ASP in our Florida markets as a result of improved market conditions and the opening of new communities in our Orlando market. The increase in revenues drove a \$10.0 million increase in homebuilding gross profit and an \$8.2 million increase in operating income. Our fiscal 2013 and fiscal 2012 land sales and other revenue and gross profit in our Southeast Segment include net fees received for general contractor services we performed on behalf of a third party.

*Corporate and Unallocated:* Corporate and unallocated includes amortization of capitalized interest and numerous shared services functions that benefit all segments, including information technology, treasury, corporate finance, legal, branding and other national marketing costs. The costs of these shared services are not allocated to the operating segments. For the fiscal year ended September 30, 2013, our corporate and unallocated expense decreased \$5.4 million compared to the prior year which included an \$11 million insurance recovery related to previously recorded water intrusion warranty related expenditures. Excluding this prior year recovery, corporate and unallocated expense decreased \$16.4 million primarily due to a \$19.7 million decrease in interest amortized to cost of sales related to lower interest incurred and a change in the mix of homes closed.

**Derivative Instruments and Hedging Activities.** We are exposed to fluctuations in interest rates. From time to time, we enter into derivative agreements to manage interest costs and hedge against risks associated with fluctuating interest rates. As of September 30, 2014, we were not a party to any such derivative agreements. We do not enter into or hold derivatives for trading or speculative purposes.

**Liquidity and Capital Resources.** Our sources of liquidity include, but are not limited to, cash from operations, proceeds from Senior Notes 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 depend primarily upon our level of net income, working capital management (cash, accounts receivable, accounts payable and other liabilities) and available credit facilities.

As of September 30, 2014, our liquidity position consisted of \$324.2 million in cash and cash equivalents, \$150 million of capacity under our Secured Revolving Credit Facility, plus \$62.9 million of restricted cash, of which \$22.4 million related to our cash secured term loan. We expect to maintain a significant liquidity position during fiscal 2015, 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 quarterly basis.

We spent \$551.2 million on land and land development spending during the fiscal year ended September 30, 2014 as we focused on replacing close out communities and positioning the Company to increase our active community count. This spending on land and land development had a significant impact on our net cash used in operating activities, resulting in net cash used in operating activities of \$160.5 million for the fiscal year ended September 30, 2014. During the fiscal years ended September 30, 2013 and 2012, our net cash used in operating activities was \$174.6 million, and \$20.8 million, respectively. Our net cash used in operating activities in fiscal 2013 primarily related to land and land development spending of \$475.2 million. Our net cash used in operating activities in fiscal 2012 was primarily due to the payment of trade accounts payable, interest obligations and other liabilities.

Net cash used in investing activities was \$32.0 million for the fiscal year ended September 30, 2014 primarily related to capital expenditures for model homes, additional investments in unconsolidated entities and a net increase in restricted cash collateralizing our outstanding letters of credit. Net cash provided by investing activities was \$190.2 million for the fiscal year ended September 30, 2013 which was due primarily to the release of \$205.0 million of restricted cash collateral related to our cash secured term loan offset partially by capital expenditures, primarily used for new model homes. Net cash provided by investing activities was \$4.6 million for the fiscal year ended September 30, 2012 which was due primarily to the release of \$20.0 million of restricted cash collateral related to our cash secured term loan offset partially by capital expenditures.

Net cash provided by financing activities was \$12.2 million for the year ended September 30, 2014, primarily related to the net proceeds from the issuance of \$325 million aggregate principal amount of 5.75% Senior Notes due June 2019 (the June 2019 Notes) at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers. The proceeds from the issuance of the June 2019 Notes were used to redeem all of our outstanding Senior Notes due June 2018 (the 2018 Notes), including the applicable \$17.2 million call price and make-whole premiums provided for by the 2018 Notes. In fiscal 2013, we completed a \$200 million senior debt offering, net proceeds of which were used to repay our 2015 Senior Notes and repurchase a portion of our 2019 Senior Notes. Further, in September 2013, we completed another \$200 million senior debt offering, the proceeds of which were used to fund additional land acquisitions, land development and for general corporate purposes. During fiscal 2013 we also repaid \$205 million of our cash secured term loan. These transactions resulted in \$1.2 million of cash provided by financing activities in fiscal 2013. In fiscal 2012, we exchanged our Mandatory Convertible Subordinated Notes and Tangible Equity Units for common stock at a premium. We also completed underwritten public offerings of 4.4 million shares of Beazer common stock and 4.6 million 7.5% tangible equity units (TEUs) for net proceeds of \$171.4 million which, net of debt and other financing payments, resulted in net cash provided by financing activities of \$133.6 million for the fiscal year ended September 30, 2012. In addition, in fiscal 2012, we completed a \$300 million senior secured debt offering, net proceeds of which were used to redeem our outstanding 2017 Senior Secured Notes and repurchase a portion of our 2019 Senior Notes.

In September 2014, Fitch reaffirmed the Company's long-term debt rating of B-. In April 2014, Moody's reaffirmed the Company's issuer default debt rating of Caa1 and increased our rating outlook from stable to positive and S&P reaffirmed the Company's corporate credit rating for the Company of B-. 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, results of operations, financial condition 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.

We generally fulfill our short-term cash requirements with cash generated from our operations and available borrowings. While we believe we possess sufficient liquidity to participate in a housing recovery, we are mindful of potential short-term, or seasonal, requirements for enhanced liquidity that may arise, especially as we increase our land and land development spending to grow our business. To facilitate this objective, we expanded our Secured Revolving Credit Facility from \$22 million to \$150 million during the year ended September 30, 2012. On November 10, 2014, we executed an amendment with three of the four lenders which included extending the maturity of the facility one additional year. With this amendment, \$130 million of the \$150 million facility will now mature in September 2016. One lender with a \$20 million commitment chose not to extend their obligation, which is scheduled to mature in September 2015. There were no amounts outstanding under our Secured Revolving Credit Facility at September 30, 2014. We believe that our \$387.1 million of cash and cash equivalents and restricted cash at September 30, 2014, cash generated from our operations and the availability of new debt and equity financing, if any, will be adequate to meet our liquidity needs during fiscal 2015.

We have also entered into a number of stand-alone, cash secured letter of credit agreements with banks. These combined facilities will provide for letter of credit needs collateralized by either cash or assets of the Company. We currently have \$39.1 million outstanding letters of credit under these facilities, secured with cash collateral which is maintained in restricted accounts totaling \$39.6 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. In an effort to accelerate

our path to profitability, we 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.

**Stock Repurchases and Dividends Paid** — The Company did not repurchase any shares in the open market during the fiscal years ended September 30, 2014, 2013 or 2012. Any future stock repurchases, as allowed by our debt covenants, must be approved by the Company's Board of Directors or its Finance Committee.

The indentures under which our Senior Notes were issued contain certain restrictive covenants, including limitations on the payment of dividends. At September 30, 2014, under the most restrictive covenants of each indenture, none of our retained earnings was available for cash dividends. Hence, there were no dividends paid during the fiscal years ended September 30, 2014, 2013 or 2012.

**Off-Balance Sheet Arrangements and Aggregate Contractual Commitments.** At September 30, 2014, we controlled 28,187 lots (a 5.5-year supply based on our trailing twelve months of closings). We owned 78.1%, or 22,014 lots, and 6,173 lots, 21.9%, were under option contracts which generally require the payment of cash 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 aggregated approximately \$43.5 million at September 30, 2014. The total remaining purchase price, net of cash deposits, committed under all options was \$420.5 million as of September 30, 2014. When market conditions improve, we may 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.

We have historically funded the exercise of lot options through a combination of 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.

We have an equity investment in American Homes 4 Rent (AMH) resulting from the sale of our interest in Pre-Owned. We account for this investment as a marketable security.

We also participate in a number of joint ventures and other investments in which we have less than a controlling interest. We enter into the majority of these investments 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 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.

Our unconsolidated entities periodically obtain secured acquisition and development financing. At September 30, 2014, our unconsolidated entities had borrowings outstanding totaling \$11.3 million. In the past, we and our partners have provided varying levels of guarantees of debt or other obligations for our unconsolidated entities. As of September 30, 2014, we have no repayment guarantees outstanding related to the debt of our unconsolidated entities. See Note 3 to the consolidated financial statements for further information.

Our consolidated balance sheets include investments in marketable securities and unconsolidated entities totaling \$38.3 million and \$45.0 million at September 30, 2014 and September 30, 2013, respectively.

The following table summarizes our aggregate contractual commitments at September 30, 2014:

(In thousands)	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Senior Notes, Senior Secured Notes & other notes payable	\$ 1,584,868	\$ 15,636	\$ 202,314	\$ 866,145	\$ 500,773
Interest commitments under Senior Notes, Senior Secured Notes & other notes payable (1)	689,243	112,206	205,761	151,414	219,862
Obligations related to lots under option	420,534	245,277	118,339	38,987	17,931
Operating leases	10,079	3,407	5,010	1,643	19
Uncertain tax positions (2)	—	—	—	—	—
Total	<u>\$ 2,704,724</u>	<u>\$ 376,526</u>	<u>\$ 531,424</u>	<u>\$ 1,058,189</u>	<u>\$ 738,585</u>

(1) Interest on variable rate obligations is based on rates effective as of September 30, 2014.

(2) Due to the uncertainty of the timing of settlement with taxing authorities, the Company is unable to make reasonably reliable estimates of the period of cash settlement of unrecognized tax benefits related to uncertain tax positions. See Note 8 to Consolidated Financial Statements for additional information regarding the Company's unrecognized tax benefits as of September 30, 2014.

We had outstanding performance bonds of approximately \$221.1 million at September 30, 2014 related principally to our obligations to local governments to construct roads and other improvements in various developments.

#### Recently Adopted Accounting Pronouncements

See Note 1 to the Consolidated Financial Statements for a comprehensive list of recently adopted accounting pronouncements.

#### Item 7A. 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 earnings. As of September 30, 2014, we had variable rate debt outstanding totaling approximately \$22.4 million. A one percent change in the interest rate would not be material to our financial statements. The estimated fair value of our fixed rate debt at September 30, 2014 was \$1.54 billion, compared to a carrying value of \$1.51 billion. In addition, 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 \$1.54 billion to \$1.60 billion at September 30, 2014.

**Item 8. Financial Statements and Supplementary Data**

**BEAZER HOMES USA, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**  
(in thousands, except per share data)

	Fiscal Year Ended September 30,		
	2014	2013	2012
Total revenue	\$ 1,463,767	\$ 1,287,577	\$ 1,005,677
Home construction and land sales expenses	1,192,001	1,070,814	888,379
Inventory impairments and option contract abandonments	8,307	2,633	12,210
Gross profit	263,459	214,130	105,088
Commissions	58,028	52,922	43,585
General and administrative expenses	136,463	121,163	110,051
Depreciation and amortization	13,279	12,784	13,510
Operating income (loss)	55,689	27,261	(62,058)
Equity in income (loss) of unconsolidated entities	6,545	(113)	304
Loss on extinguishment of debt	(19,917)	(4,636)	(45,097)
Other expense, net	(49,191)	(58,165)	(69,119)
Loss from continuing operations before income taxes	(6,874)	(35,653)	(175,970)
Benefit from income taxes	(41,797)	(3,489)	(40,347)
Income (loss) from continuing operations	34,923	(32,164)	(135,623)
Loss from discontinued operations, net of tax	(540)	(1,704)	(9,703)
Net income (loss)	\$ 34,383	\$ (33,868)	\$ (145,326)
Weighted average number of shares:			
Basic	25,795	24,651	18,474
Diluted	31,795	24,651	18,474
Income (loss) per share:			
Basic earnings (loss) per share from continuing operations	\$ 1.35	\$ (1.30)	\$ (7.34)
Basic loss per share from discontinued operations	\$ (0.02)	\$ (0.07)	\$ (0.53)
Basic earnings (loss) per share	\$ 1.33	\$ (1.37)	\$ (7.87)
Diluted earnings (loss) per share from continuing operations	\$ 1.10	\$ (1.30)	\$ (7.34)
Diluted loss per share from discontinued operations	\$ (0.02)	\$ (0.07)	\$ (0.53)
Diluted earnings (loss) per share	\$ 1.08	\$ (1.37)	\$ (7.87)
<b>Consolidated Statement of Comprehensive Income (Loss)</b>			
Net income (loss)	\$ 34,383	\$ (33,868)	\$ (145,326)
Other comprehensive loss, net of income tax:			
Unrealized loss related to available-for-sale securities	(1,276)	—	—
Comprehensive income (loss)	\$ 33,107	\$ (33,868)	\$ (145,326)

See Notes to Consolidated Financial Statements.

**BEAZER HOMES USA, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share data)

	September 30, 2014	September 30, 2013
<b>ASSETS</b>		
Cash and cash equivalents	\$ 324,154	\$ 504,459
Restricted cash	62,941	48,978
Accounts receivable (net of allowance of \$1,245 and \$1,651, respectively)	34,429	22,342
Income tax receivable	46	2,813
Inventory		
Owned inventory	1,557,496	1,304,694
Land not owned under option agreements	3,857	9,124
Total inventory	1,561,353	1,313,818
Investments in marketable securities and unconsolidated entities	38,341	44,997
Deferred tax assets, net	2,823	5,253
Property, plant and equipment, net	18,673	17,000
Other assets	23,460	27,129
Total assets	\$ 2,066,220	\$ 1,986,789
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Trade accounts payable	\$ 106,237	\$ 83,800
Other liabilities	142,516	145,623
Obligations related to land not owned under option agreements	2,916	4,633
Total debt (net of discounts of \$4,399 and \$5,160, respectively)	1,535,433	1,512,183
Total liabilities	1,787,102	1,746,239
Stockholders' equity:		
Preferred stock (par value \$.01 per share, 5,000,000 shares authorized, no shares issued)	—	—
Common stock (par value \$0.001 per share, 63,000,000 shares authorized, 27,173,421 and 25,245,945 issued and outstanding, respectively)	27	25
Paid-in capital	851,624	846,165
Accumulated deficit	(571,257)	(605,640)
Accumulated other comprehensive loss	(1,276)	—
Total stockholders' equity	279,118	240,550
Total liabilities and stockholders' equity	\$ 2,066,220	\$ 1,986,789

See Notes to Consolidated Financial Statements.

**BEAZER HOMES USA, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
(in thousands)

	Common Stock		Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balance at September 30, 2011	15,118	\$ 15	\$ 624,811	\$ (426,446)	—	\$ 198,380
Net loss	—	—	—	(145,326)	—	(145,326)
Tender Offer of Mandatory Convertible & TEU (debt to stock conversion)	4,969	5	56,670	—	—	56,675
Amortization of nonvested stock option awards	—	—	2,569	—	—	2,569
Amortization of stock option awards	—	—	1,459	—	—	1,459
Tax deficiency from stock transactions	—	—	(85)	—	—	(85)
Shares issued under employee stock plans, net	124	—	—	—	—	—
Issuance of prepaid stock purchase contracts	—	—	88,361	—	—	88,361
Common stock issued	4,400	5	60,335	—	—	60,340
Common stock redeemed	(9)	—	(126)	—	—	(126)
Balance at September 30, 2012	24,602	\$ 25	\$ 833,994	\$ (571,772)	\$ —	\$ 262,247
Net loss	—	—	—	(33,868)	—	(33,868)
Conversion of Mandatory Convertible Notes (debt to stock conversion)	566	—	9,402	—	—	9,402
Amortization of nonvested stock option awards	—	—	1,986	—	—	1,986
Amortization of stock option awards	—	—	872	—	—	872
Exercises of stock options	1	—	7	—	—	7
Tax deficiency from stock transactions	—	—	(36)	—	—	(36)
Shares issued under employee stock plans, net	83	—	68	—	—	68
Common stock issued	—	—	(7)	—	—	(7)
Common stock redeemed	(6)	—	(121)	—	—	(121)
Balance at September 30, 2013	25,246	\$ 25	\$ 846,165	\$ (605,640)	\$ —	\$ 240,550
Net income	—	—	—	34,383	—	34,383
Unrealized loss on available-for-sale investments	—	—	—	—	(1,276)	(1,276)
Total comprehensive income	—	—	—	—	—	33,107
Conversion of TEU (debt to stock conversion)	1,368	2	2,482	—	—	2,484
Amortization of nonvested stock option awards	—	—	1,755	—	—	1,755
Amortization of stock option awards	—	—	832	—	—	832
Exercises of stock options	3	—	39	—	—	39
Shares issued under employee stock plans, net	596	—	103	—	—	103
Tax excess from stock transactions	—	—	698	—	—	698
Forfeiture of restricted stock	(16)	—	—	—	—	—
Common stock redeemed	(24)	—	(450)	—	—	(450)
Balance at September 30, 2014	27,173	\$ 27	\$ 851,624	\$ (571,257)	\$ (1,276)	\$ 279,118

See Notes to Consolidated Financial Statements.

**BEAZER HOMES USA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Fiscal Year Ended September 30,		
	2014	2013	2012
Cash flows from operating activities:			
Net income (loss)	\$ 34,383	\$ (33,868)	\$ (145,326)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Depreciation and amortization	13,279	12,784	13,545
Stock-based compensation expense	2,587	2,858	4,028
Inventory impairments and option contract abandonments	8,307	2,650	12,789
Deferred and other income tax benefit	(12,590)	(421)	(38,782)
Changes in allowance for doubtful accounts	(406)	(584)	(1,637)
Equity in (income) loss of unconsolidated entities	(6,545)	114	(267)
Cash distributions of income from unconsolidated entities	566	336	—
Loss on extinguishment of debt	2,670	4,636	45,097
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	(11,681)	2,841	9,751
Decrease (increase) in income tax receivable	2,767	3,559	(1,549)
(Increase) decrease in inventory	(230,138)	(186,349)	92,790
Decrease in other assets	1,292	1,906	6,907
Increase (decrease) in trade accounts payable	22,437	14,532	(3,427)
Increase (decrease) in other liabilities	13,002	413	(14,703)
Other changes	(399)	(49)	(61)
Net cash used in operating activities	<u>(160,469)</u>	<u>(174,642)</u>	<u>(20,845)</u>
Cash flows from investing activities:			
Capital expenditures	(14,553)	(10,761)	(17,363)
Investments in unconsolidated entities	(5,218)	(3,879)	(2,407)
Return of capital from unconsolidated entities	1,703	510	610
Increases in restricted cash	(15,608)	(4,790)	(3,260)
Decreases in restricted cash	1,645	209,072	27,058
Net cash (used in) provided by investing activities	<u>(32,031)</u>	<u>190,152</u>	<u>4,638</u>
Cash flows from financing activities:			
Repayment of debt	(307,602)	(184,723)	(290,387)
Proceeds from issuance of new debt	325,000	397,082	300,000
Repayment of cash secured loans	—	(205,000)	(20,000)
Debt issuance costs	(5,490)	(5,548)	(10,845)
Proceeds from issuance of common stock, net	—	—	60,340
Proceeds from issuance of TEU prepaid stock purchase contracts, net	—	—	88,361
Proceeds from issuance of TEU amortizing notes	—	—	23,500
Settlement of unconsolidated entity debt obligation	—	(500)	(15,862)
Other changes	287	(157)	(1,508)
Net cash provided by financing activities	<u>12,195</u>	<u>1,154</u>	<u>133,599</u>
(Decrease) increase in cash and cash equivalents	<u>(180,305)</u>	<u>16,664</u>	<u>117,392</u>
Cash and cash equivalents at beginning of period	504,459	487,795	370,403
Cash and cash equivalents at end of period	<u>\$ 324,154</u>	<u>\$ 504,459</u>	<u>\$ 487,795</u>

See Notes to Consolidated Financial Statements.

**BEAZER HOMES USA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Summary of Significant Accounting Policies**

**Organization.** Beazer Homes USA, Inc. is one of the ten largest homebuilders in the United States, based on number of homes closed. We are a geographically diversified homebuilder with active operations in 16 states: Arizona, California, Delaware, Florida, Georgia, Indiana, Maryland, Nevada, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, Texas and Virginia. Results from our title services business and exit markets are reported as discontinued operations in the accompanying Consolidated Statements of Operations for all periods presented (see Note 16 for further discussion of our Discontinued Operations). We evaluated events that occurred after the balance sheet date but before the financial statements were issued or are available to be issued for accounting treatment and disclosure.

**Presentation.** The accompanying consolidated financial statements include the accounts of Beazer Homes USA, Inc. and our subsidiaries. Intercompany balances have been eliminated in consolidation.

**Cash and Cash Equivalents and Restricted Cash.** We consider investments with maturities of three months or less when purchased to be cash equivalents. At September 30, 2014, the majority of our cash and cash equivalents were invested in high-quality money market mutual funds, highly marketable securities, or on deposit with major banks, which were valued at par with no withdrawal restrictions. The underlying investments of these funds were U.S. Government and U.S. Government Agency obligations or high quality marketable securities. Restricted cash includes cash restricted by state law or a contractual requirement, including cash collateral for our cash secured term loan and outstanding letters of credit.

**Accounts Receivable.** Accounts receivable include escrow deposits to be received from title companies associated with closed homes, receivables from municipalities related to the development of utilities or other infrastructure and other miscellaneous receivables. Generally, we receive cash from title companies within a few days of the home being closed. We regularly review our receivable balances for collectibility and record an allowance against the receivable when collectibility is deemed to be uncertain.

**Inventory.** Owned inventory consists solely of residential real estate developments. Interest, real estate taxes and development costs are capitalized in inventory during the development and construction period. Construction and land costs are comprised of direct and allocated costs, including estimated future costs for warranties and amenities. Land, land improvements and other common costs are typically allocated to individual residential lots on a pro-rata basis, and the costs of residential lots are transferred to homes under construction when home construction begins. Consolidated inventory not owned represents the fair value of land under option agreements of a variable interest entity (VIE) where the Company is deemed to be the primary beneficiary of the VIE. VIEs are entities in which 1) equity investors do not have a controlling financial interest and/or 2) the entity is unable to finance its activities without additional subordinated financial support from other parties. In addition, when our deposits and pre-acquisition development costs exceed certain thresholds, we record the remaining purchase price of the lots as consolidated inventory not owned and obligations related to consolidated inventory not owned in the Consolidated Balance Sheets.

**Inventory Valuation - Held for Development.** Our homebuilding inventories that are accounted for as held for development 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. We assess these assets no less than quarterly for recoverability. Generally, upon the commencement of land development activities, it may take three to five years (depending on, among other things, the size of the community and its sales pace) to fully develop, sell, construct and close all the homes in a typical community. A significant downturn in our business, as experienced in the recent past, may negatively impact the estimated life of communities. Recoverability of assets is measured by comparing the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If the expected undiscounted cash flows generated are expected to be less than its carrying amount, an impairment charge should be recorded to write down the carrying amount of such asset to its estimated fair value based on discounted cash flows.

When conducting our community level review for the recoverability of our homebuilding inventories held for development, we establish a quarterly "watch list" of communities with more than 10 homes remaining that carry profit margins in backlog or in our forecast that are below a minimum threshold of profitability. In our experience, this threshold represents a level of profitability that may be an indicator of conditions which would require an asset impairment but does not guarantee that such impairment will definitively be appropriate. As such, assets on the quarterly watch list are subject to substantial additional financial and operational analyses and review that consider the competitive environment and other factors contributing to profit margins below our watch list threshold. For communities where the current competitive and market dynamics indicate that these factors may be other than temporary, which may call into question the recoverability of our investment, a formal impairment analysis is performed. The formal

impairment analysis consists of both qualitative competitive market analyses and a quantitative analysis reflecting market and asset specific information.

Our qualitative competitive market analyses include site visits to competitor new home communities and written community level competitive assessments. A competitive assessment consists of a comparison of our specific community with its competitor communities, considering square footage of homes offered, amenities offered within the homes and the communities, location, transportation availability and school districts, among many factors. In addition, we review the pace of monthly home sales of our competitor communities in relation to our specific community. We also review other factors such as the target buyer and the macro-economic characteristics that impact the performance of our assets, such as unemployment and the availability of mortgage financing, among other things. Based on this qualitative competitive market analysis, adjustments to our sales prices may be required in order to make our communities competitive. We incorporate these adjusted prices in our quantitative analysis for the specific community.

The quantitative analysis compares the projected future undiscounted cash flows for each such community with its current carrying value. This undiscounted cash flow analysis requires important assumptions regarding the location and mix of house plans to be sold, current and future home sale prices and incentives for each plan, current and future construction costs for each plan, and the pace of monthly sales to occur today and into the future.

There is uncertainty associated with preparing the undiscounted cash flow analysis because future market conditions will almost certainly be different, either better or worse, than current conditions. The single most important “input” to the cash flow analysis is current and future home sales prices for a specific community. The risk of over or under-stating any of the important cash flow variables, including home prices, is greater with longer-lived communities and within markets that have historically experienced greater home price volatility. In an effort to address these risks, we consider some home price and construction cost appreciation in future years for certain communities that are expected to be selling for more than three years and/or if the market has typically exhibited high levels of price volatility. Absent these assumptions on cost and sales price appreciation, we believe the long-term cash flow analysis would be unrealistic and would serve to artificially improve expected future profitability. Finally, we also ensure that the monthly sales absorptions, including historical seasonal differences of our communities and those of our competitors, used in our undiscounted cash flow analyses are realistic, consider our development schedules and relate to those achieved by our competitors for the specific communities.

If the aggregate undiscounted cash flows from our quantitative analysis are in excess of the carrying value, the asset is considered to be recoverable and is not impaired. If the aggregate undiscounted cash flows are less than the carrying or book value, we perform a discounted cash flow analysis to determine the fair value of the community. The fair value of the community is estimated using the present value of the estimated future cash flows using discount rates commensurate with the risk associated with the underlying community assets. The discount rate used may be different for each community. The factors considered when determining an appropriate discount rate for a community include, among others: (1) community specific factors such as the number of lots in the community, the status of land development in the community, the competitive factors influencing the sales performance of the community and (2) overall market factors such as employment levels, consumer confidence and the existing supply of new and used homes for sale. If the determined fair value is less than the carrying value of the specific asset, the asset is considered not recoverable and is written down to its fair value plus the asset's share of capitalized unallocated interest and other costs. The carrying value of assets in communities that were previously impaired and continue to be classified as held for development is not increased for future estimates of increases in fair value in future reporting periods. Due to uncertainties in the estimation process, particularly with respect to projected home sales prices and absorption rates, the timing and amount of the estimated future cash flows and discount rates, it is reasonably possible that actual results could differ from the estimates used in our impairment analyses.

**Asset Valuation - Land Held for Future Development.** For those communities for which construction and development activities are expected to occur in the future or 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. The future enactment of a development plan or the occurrence of events and circumstances may indicate that the carrying amount of an asset may not be recoverable. We evaluate the potential development plans of each community in land held for future development if changes in facts and circumstances occur which would give rise to a more detailed analysis for a change in the status of a community to active status or held for development.

**Asset Valuation - Land Held for Sale.** We record assets held for sale at the lower of the carrying value or fair value less costs to sell. The following criteria are used to determine if land is held for sale:

- management has the authority and commits to a plan to sell the land;
- the land is available for immediate sale in its present conditions;
- there is an active program to locate a buyer and the plan to sell the property has been initiated;

- the sale of the land is probable within one year;
- the property is being actively marketed at a reasonable sale price relative to its current fair value; and
- it is unlikely that the plan to sell will be withdrawn or that significant changes to the plan will be made.

Additionally, in certain circumstances, management will re-evaluate the best use of an asset that is currently being accounted for as held for development. In such instances, management will review, among other things, the current and projected competitive circumstances of the community, including the level of supply of new and used inventory, the level of sales absorptions by us and our competition, the level of sales incentives required and the number of owned lots remaining in the community. If, based on this review and the foregoing criteria have been met at the end of the applicable reporting period, we believe that the best use of the asset is the sale of all or a portion of the asset in its current condition, then all or portions of the community are accounted for as held for sale.

In determining the fair value of the assets less cost to sell, we consider factors including current sales prices for comparable assets in the area, recent market analysis studies, appraisals, any recent legitimate offers, and listing prices of similar properties. If the estimated fair value less cost to sell of an asset is less than its current carrying value, the asset is written down to its estimated fair value less cost to sell. Due to uncertainties in the estimation process, it is reasonably possible that actual results could differ from the estimates used in our historical analyses.

**Land Not Owned Under Option Agreements.** In addition to purchasing land directly, we utilize lot option agreements 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. A 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 certain price. Under lot option contracts, purchase of the properties is contingent upon satisfaction of certain requirements by us and the sellers. Under lot option contracts our liability is generally limited to forfeiture of the non-refundable deposits, letters of credit and other non-refundable amounts incurred.

In accordance with generally accepted accounting principles in the United States of America (GAAP), if the entity holding the land under option is a VIE, the Company's deposit represents a variable interest in that entity. To determine whether we are the primary beneficiary of the VIE, we are first required to evaluate whether we have the ability to control the activities of the VIE that most significantly impact its economic performance. Such activities include, but are not limited to, the ability to determine the budget and scope of land development work, if any; the ability to control financing decisions for the VIE; the ability to acquire additional land into the VIE or dispose of land in the VIE not under contract with Beazer; and the ability to change or amend the existing option contract with the VIE. If we are not determined to control such activities, we are not considered the primary beneficiary of the VIE and thus do not consolidate the VIE. If we do have the ability to control such activities, we will continue our analysis by determining if we are expected to absorb a potentially significant amount of the VIE's losses or, if no party absorbs the majority of such losses, if we will benefit from potentially a significant amount of the VIE's expected gains.

If we are the primary beneficiary of the VIE, we will consolidate the VIE and reflect such assets and liabilities as land not owned under option agreements in our balance sheets, though creditors of the VIE have no recourse against the Company. For VIEs we are required to consolidate, we record the remaining contractual purchase price under the applicable lot option agreement to land not owned under option agreements with an offsetting increase to obligations related to land not owned under option agreements. During the recent housing industry downturn, the Company canceled a significant number of lot option agreements, which resulted in significant write-offs of the related deposits and pre-acquisition costs but did not expose the Company to the overall risks or losses of the applicable VIEs.

**Investments in Marketable Securities and Unconsolidated Entities.** We have an equity investment in American Homes 4 Rent (AMH) resulting from the sale of Pre-Owned. We account for the investment in AMH as a marketable security. As of September 30, 2014, all of our marketable securities were treated as available-for-sale investments, and, as such, we have recorded all of our marketable securities at fair value with changes in fair value being recorded as a component of accumulated other comprehensive income (loss). When a security is sold, we use specific identification to determine the cost of the security sold for the amount reclassified out of accumulated other comprehensive income (loss). We evaluate our investments in marketable securities for impairment during each reporting period. We consider the length of time and extent to which the marketable value of the investment has been less than cost, either or both of which may lead to a conclusion that the security is other than temporarily impaired.

We also participate in a number of joint ventures and other investments in which we have less than a controlling interest. We enter into the majority of these investments 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 land positions are developed into finished lots for sale to the unconsolidated entity's members or other third parties. We recognize our share of equity in income (loss) and profits (losses) from the sale of lots to other buyers. Our share of profits from lots we purchase from the unconsolidated entities is deferred and

treated as a reduction of the cost of the land purchased from the unconsolidated entity. Such profits are subsequently recognized at the time the home closes and title passes to the homebuyer. We evaluate our investments in unconsolidated entities for impairment during each reporting period. A series of operating losses of an investee or other factors may indicate that a decrease in the value of our investment in the unconsolidated entity has occurred which is other-than-temporary. The amount of impairment recognized is the excess of the investment's carrying value over its estimated fair value. Our unconsolidated entities typically obtain secured acquisition and development financing. We account for our interest in unconsolidated entities under the equity method.

See Note 3, Investments in Marketable Securities and Unconsolidated Entities.

**Property, Plant and Equipment.** Property, plant and equipment is recorded at cost. Depreciation is computed on a straight-line basis at rates based on estimated useful lives as follows:

Buildings	25 - 30 years
Building improvements	Lesser of estimated useful life of the improvements or remaining useful life of the building
Information systems	Lesser of estimated useful life of the asset or 5 years
Furniture, fixtures, and computer and office equipment	3 - 7 years
Model and sales office improvements	Lesser of estimated useful life of the asset or estimated useful life of the community
Leasehold improvements	Lesser of the lease term or the estimated useful life of the asset

**Other Assets.** Other assets principally include prepaid expenses, debt issuance costs and deferred compensation plan assets.

**Income Taxes.** The provision for income taxes is comprised of taxes that are currently payable and deferred taxes that relate to temporary differences between financial reporting carrying values and tax bases of assets and liabilities. Deferred tax assets and liabilities result from deductible or taxable amounts in future years when such assets and liabilities are recovered or settled and are measured using the enacted tax rates and laws that are expected to be in effect when the assets and liabilities are recovered or settled. We include any estimated interest and penalties on tax related matters in income taxes payable. We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition of measurement are recorded in the period in which the change in judgment occurs. We record interest and penalties related to unrecognized tax benefits in income tax expense.

**Other Liabilities.** Other liabilities include the following:

(In thousands)	<u>September 30, 2014</u>	<u>September 30, 2013</u>
Income tax liabilities	\$ 5,576	\$ 20,170
Accrued warranty expenses	16,084	11,663
Accrued interest	34,645	33,372
Accrued and deferred compensation	24,270	25,579
Customer deposits	11,977	11,408
Other	49,964	43,431
Total	<u>\$ 142,516</u>	<u>\$ 145,623</u>

**Income Recognition and Classification of Costs.** Revenue and related profit are generally recognized at the time of the closing of a sale, when title to and possession of the property are transferred to the buyer.

Sales discounts and incentives include items such as cash discounts, discounts on options included in the home, option upgrades (such as upgrades for cabinetry, countertops and flooring), and seller-paid financing or closing costs. In addition, from time to time, we may also provide homebuyers with retail gift certificates and/or other nominal retail merchandise. All sales incentives other than cash discounts are recognized as a cost of selling the home and are included in home construction and land sales expenses. Cash discounts are accounted for as a reduction in the sales price of the home.

Estimated future warranty costs are charged to cost of sales in the period when the revenues from home closings are recognized. Such estimated warranty costs generally range from 0.1% to 2.1% of total revenue. Additional warranty costs are charged to cost of

sales as necessary based on management's estimate of the costs to remediate existing claims. See Note 9 for a more detailed discussion of warranty costs and related reserves.

Advertising costs related to our continuing operations of \$17.8 million, \$14.2 million and \$13.5 million for fiscal years 2014, 2013 and 2012, respectively, were expensed as incurred and are included in general and administrative expenses.

**Earnings Per Share.** The computation of basic EPS is determined by dividing net income (loss) applicable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS additionally gives effect (when dilutive) to stock options, other stock based awards and other potentially dilutive securities including the common shares issuable upon conversion of our Tangible Equity Unit prepaid stock purchase contracts. These common stock equivalents for the fiscal year ended September 30, 2014 included options/stock-settled appreciation rights (SSARs) to purchase 0.7 million shares of common stock and 5.2 million shares issuable upon the conversion of our TEU prepaid stock purchase contracts (based on the maximum potential shares upon conversion). In computing diluted income (loss) per share for the fiscal years ended September 30, 2013 and 2012, all common stock equivalents were excluded from the computation of diluted loss per share as a result of their anti-dilutive effect. See Notes 7, 12 and 13 for further discussion of these common stock equivalents.

**Fair Value Measurements.** Certain of our assets are required to be recorded at fair value on a recurring basis. The fair value of our available-for-sale marketable equity securities are based on readily available share prices. The fair value of our deferred compensation plan assets are based on market-corroborated inputs. 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 may not be recovered. We review our long-lived assets, including inventory, for recoverability when factors that indicate an impairment may exist, but no less than quarterly. Fair value is based on estimated cash flows discounted for market risks associated with the long-lived assets. The fair value of certain of our financial instruments approximate their carrying amounts due to the short maturity of these assets and liabilities or the variable interest rates on such obligations. The fair value of our publicly held debt is generally estimated based on quoted bid prices for these instruments. Certain of our other financial instruments are estimated by discounting scheduled cash flows through maturity or using market rates currently being offered on loans with similar terms and credit quality. See Note 10 for additional discussion of our fair value measurements.

**Stock-Based Compensation.** We use the Black-Scholes model to value SSARs and stock option grants. We estimate forfeitures in calculating the expense related to stock-based compensation. In addition, we reflect the benefits of tax deductions in excess of recognized compensation cost as a financing cash inflow and an operating cash outflow. Nonvested stock granted to employees is valued based on the market price of the common stock on the date of the grant. Performance based, nonvested stock granted to employees is valued using the Monte Carlo valuation method. Cash-settled, stock-based awards if, and when, granted to employees are initially valued based on the market price of the underlying common stock on the date of the grant and are adjusted to fair value until vested. Stock options issued to non-employees are valued using the Black-Scholes option pricing model. Nonvested stock granted to non-employees is initially valued based on the market price of the common stock on the date of the grant and is adjusted to fair value until vested. Compensation cost arising from nonvested stock granted to employees, from cash-settled, stock-based employee awards and from non-employee stock awards is recognized as expense using the straight-line method over the vesting period. Although the Company may, from time to time grant cash-settled awards to employees, for the fiscal years ended as of September 30, 2014, 2013 and 2012, there were no such awards either granted or outstanding.

**Use of Estimates.** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Recent Accounting Pronouncements**

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a similar Tax Loss, or a Tax Credit Carryforward Exists*, (ASU 2013-11). ASU 2013-11 which states that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward with certain defined exceptions. ASU 2013-11 is intended to end inconsistent practices regarding the presentation of a unrecognized tax benefits when a net operating loss (NOL), a similar tax loss or a tax credit carryforward is available to reduce the taxable income or tax payable that would result from the disallowance of a tax position. ASU 2013-11 will be effective for the Company's fiscal year beginning October 1, 2014 and subsequent interim periods. Early and retrospective adoption is permitted. The adoption of ASU 2013-11 is not expected to have a material effect on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 requires companies to recognize revenue when it transfers goods and services to customers in an amount that reflects the consideration in which the company expects to be entitled in exchange for those goods and services. The guidance within ASU 2014-09 will be effective for the Company's fiscal year beginning October 1, 2017 and allows for both full retrospective or modified retrospective methods of adoption. Early adoption is not permitted. We are currently evaluating the impact of ASU 2014-09 on our consolidated financial statements.

## (2) Supplemental Cash Flow Information

(In thousands)	Fiscal Year Ended September 30,		
	2014	2013	2012
Supplemental disclosure of non-cash activity:			
Decrease in obligations related to land not owned under option agreements	\$ (1,717)	\$ (154)	\$ (602)
Decrease in future land purchase rights	—	—	(11,651)
Contribution of future land purchase rights to unconsolidated entities	—	—	11,651
Decrease in debt related to conversion of Mandatory Convertible Subordinated Notes and Tangible Equity Units for common stock	(2,376)	(9,402)	(55,308)
Contribution of Pre-Owned net assets for investment in unconsolidated entity	—	—	(19,670)
Sale of interest in REIT for shares of AMH	26,040	—	—
Purchase of AMH shares in exchange for interest in REIT	(26,040)	—	—
Non-cash land acquisitions	20,274	11,000	7,813
Issuance of stock under deferred bonus stock plans	103	68	—
Supplemental disclosure of cash activity:			
Interest payments	117,501	102,716	126,313
Income tax payments	212	403	831
Tax refunds received	33,271	6,730	2,568

## (3) Investments in Marketable Securities and Unconsolidated Entities

### Marketable Securities

The shares of American Homes 4 Rent (AMH) represent marketable equity securities with a readily available fair value. Based on the Company's intent to sell the shares in one or more future transactions but not actively trade in the shares, these securities were classified as available-for-sale securities. Upon receipt of the shares in exchange for the Company's interest in the real estate investment trust (REIT), the fair value was recorded at \$26.0 million. Subsequently, the fair value of the shares declined to \$24.7 million as of September 30, 2014, and the Company recorded an unrealized loss of \$1.3 million which is reflected in Other Comprehensive Income (Loss).

### Unconsolidated Entities

As of September 30, 2014, we owned marketable securities and participated in certain land development joint ventures and other unconsolidated entities in which Beazer Homes had less than a controlling interest. The following table presents our investment in our unconsolidated entities, the total equity and outstanding borrowings of these unconsolidated entities as of September 30, 2014 and September 30, 2013:

(In thousands)	September 30, 2014	September 30, 2013
Beazer's investment in unconsolidated entities	\$ 13,576	\$ 44,997
Total equity of unconsolidated entities	59,336	385,040
Total outstanding borrowings of unconsolidated entities	11,254	85,938

For the fiscal years ended September 30, 2014, 2013 and 2012, our income from unconsolidated entity activities, the impairments of our investments in certain of our unconsolidated entities, and the overall equity in income (loss) of unconsolidated entities is as follows:

	Fiscal Year Ended September 30,		
	2014	2013	2012
(In thousands)			
Continuing operations:			
Income from unconsolidated entity activity	\$ 6,545	\$ 68	\$ 304
Impairment of unconsolidated entity investment	—	(181)	—
Equity in income (loss) of unconsolidated entities - continuing operations	<u>\$ 6,545</u>	<u>\$ (113)</u>	<u>\$ 304</u>

#### *Beazer Pre-Owned Rental Homes*

Effective May 3, 2012, we contributed \$0.3 million in cash and our interest in Pre-Owned at cost, including 190 homes in Arizona and Nevada, of which 187 were leased, for a 23.5% equity method investment in an unconsolidated real estate investment trust (the REIT). The Company also received grants of restricted units in the REIT, of which a portion vested during the year ended September 30, 2012. During the fiscal year ended September 30, 2014, the REIT was sold to AMH, a publicly traded real estate investment trust. As a result of the transaction, the Company received Class A common stock in AMH. The Company recorded a gain on the transaction of \$6.3 million during the fourth quarter of fiscal 2014 which is reflected in income (loss) of unconsolidated entities.

#### *South Edge/Inspirada*

During the fiscal year ended September 30, 2014, we and our joint venture partners received land in exchange for our investments in Inspirada. The change in total equity of unconsolidated entities above reflects these distributions. Also during the fiscal year ended September 30, 2014, we paid \$1.0 million to the joint venture related to infrastructure and development costs. We continue to have an obligation for our portion of future infrastructure and other development costs which are estimated at approximately \$5.7 million.

#### *Guarantees*

Our land development joint ventures typically obtain secured acquisition, development and construction financing. Historically, Beazer and our land development joint ventures partners have provided varying levels of guarantees of debt and other obligations for these unconsolidated entities. As of September 30, 2014, we had no outstanding guarantees of debt or other obligations related to our unconsolidated entities.

As of September 30, 2012, we had recorded \$0.7 million in Other Liabilities related to one repayment guarantee. During the fiscal year ended September 30, 2013, we entered into a guarantee release agreement and paid \$0.5 million to settle our liability and recognized the remaining \$0.2 million as other income.

We and our joint venture partners generally provide unsecured environmental indemnities to land development joint venture project lenders. In each case, we have performed due diligence on potential environmental risks. These indemnities obligate us to reimburse the project lenders for claims related to environmental matters for which they are held responsible. During the fiscal years ended September 30, 2014 and 2013, we were not required to make any payments related to environmental indemnities.

In assessing the need to record a liability for the contingent aspect of these guarantees, we consider our 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, we monitor the fair value of the collateral of these unconsolidated entities to ensure that the related borrowings do not exceed the specified percentage of the value of the property securing the borrowings. We have not recorded a liability for the contingent aspects of any guarantees that we determined were reasonable possible but not probable.

#### **(4) Inventory**

(In thousands)	September 30, 2014	September 30, 2013
Homes under construction	\$ 282,095	\$ 262,476
Development projects in progress	786,768	578,453
Land held for future development	301,048	341,986
Land held for sale	51,672	31,331
Capitalized interest	87,619	52,562
Model homes	48,294	37,886
Total owned inventory	<u>\$ 1,557,496</u>	<u>\$ 1,304,694</u>

Homes under construction includes homes substantially finished and ready for delivery and homes in various stages of construction. We had 205 (\$48.0 million) and 113 (\$30.7 million) substantially completed homes that were not subject to a sales contract (spec homes) at September 30, 2014 and 2013, 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 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. The decrease in land held for future development relates to our activation of certain projects during fiscal 2014. Land held for sale in Unallocated and Other as of September 30, 2014 included land held for sale in the markets we have decided to exit including Jacksonville, Florida and Charlotte, North Carolina. Total owned inventory, by reportable segment, is set forth in the table below. Inventory located in California, the state with our largest concentration of inventory, was \$426.1 million and \$388.1 million at September 30, 2014 and 2013, respectively.

(In thousands)	<u>Projects in Progress</u>	<u>Held for Future Development</u>	<u>Land Held for Sale</u>	<u>Total Owned Inventory</u>
<b>September 30, 2014</b>				
<b>West Segment</b>	\$ 462,508	\$ 260,898	\$ 10,026	\$ 733,432
<b>East Segment</b>	353,859	29,239	34,530	417,628
<b>Southeast Segment</b>	264,843	10,911	4,821	280,575
<b>Unallocated &amp; Other</b>	123,566	—	2,295	125,861
<b>Total</b>	<u>\$ 1,204,776</u>	<u>\$ 301,048</u>	<u>\$ 51,672</u>	<u>\$ 1,557,496</u>
<b>September 30, 2013</b>				
West Segment	\$ 339,319	\$ 292,875	\$ 16,572	\$ 648,766
East Segment	331,894	25,491	3,833	361,218
Southeast Segment	178,624	23,620	8,208	210,452
Unallocated & Other	81,540	—	2,718	84,258
<b>Total</b>	<u>\$ 931,377</u>	<u>\$ 341,986</u>	<u>\$ 31,331</u>	<u>\$ 1,304,694</u>

**Inventory Impairments.** When conducting our community level review for the recoverability of our homebuilding inventories held for development, we establish a quarterly “watch list” of communities with generally more than 10 homes remaining that carry profit margins in backlog and in our forecast that are below a minimum threshold of profitability. Assets on the quarterly watch list are subject to substantial additional financial and operational analyses and review that consider the competitive environment and other factors contributing to profit 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. During these periods, for certain communities, we determined that it was prudent to reduce sales prices or further increase sales incentives in response to 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 these factors may be other than temporary, which may call into question the recoverability of our investment, a formal impairment analysis is performed. The formal impairment analysis consists of both qualitative competitive market analyses and a quantitative analysis reflecting market and asset specific information.

In our undiscounted cash flow impairment analyses for the year ended September 30, 2014, we did not assume any market improvements. The following tables represent the results, by reportable segment of our community level review of the recoverability of our inventory assets held for development as of September 30, 2014, 2013 and 2012. We have elected to aggregate our disclosure at the reportable segment level because we believe this level of disclosure is most meaningful to the readers of our financial statements. The aggregate undiscounted cash flow fair value as a percentage of book value for the communities represented below is consistent with our expectations given our “watch list” methodology.

(\$ in thousands)

Segment	# of Communities on Watch List	Undiscounted Cash Flow Analyses Prepared		
		# of Communities	Pre-analysis Book Value (BV)	Aggregate Undiscounted Cash Flow as a % of BV
<b>Year Ended September 30, 2014</b>				
West	5	3	\$ 25,191	90.9 %
East (a)	1	—	—	— %
Southeast	2	1	7,479	120.2 %
Unallocated	—	—	2,558	100.0 %
<b>Total</b>	<b>8</b>	<b>4</b>	<b>\$ 35,228</b>	<b>97.8 %</b>
<b>Year Ended September 30, 2013</b>				
West	1	1	\$ 11,080	117.6 %
East	3	3	9,588	107.0 %
Southeast	1	1	5,257	128.6 %
Unallocated	—	—	1,755	100.0 %
<b>Total</b>	<b>5</b>	<b>5</b>	<b>\$ 27,680</b>	<b>114.9 %</b>
<b>Year Ended September 30, 2012</b>				
West	14	8	\$ 28,467	94.7 %
East	12	8	30,052	91.8 %
Southeast	5	3	9,247	116.5 %
Unallocated	—	—	5,193	100.0 %
<b>Total</b>	<b>31</b>	<b>19</b>	<b>\$ 72,959</b>	<b>96.7 %</b>

(a) During the year ended September 30, 2014, we recorded an impairment charge of \$0.1 million in our East segment. The community had less than 10 lots remaining to close at the time of the analysis and therefore, consistent with our policy, we did not prepare an undiscounted or discounted cash flow analysis related to this community.

The table below summarizes the results of our discounted cash flow analysis for the fiscal years 2014 and 2012. There were no impairments recorded during the fiscal year ended September 30, 2013 related to our impairment analyses. The discount rate in our discounted cash flow analyses may be different for each community and ranged from 13.0% to 15.0% for the communities analyzed in the fiscal year ended September 30, 2014 and 11.2% to 17.0% for the fiscal year ended September 30, 2012. The projected cash flows used to evaluate the fair value of inventory are significantly impacted by changes in market conditions including the changes in sales prices and absorption estimates and management's assumptions relative to future results. Impairment charges in two communities during the fiscal year ended September 30, 2014 and five communities during the fiscal year ended September 30, 2012 were taken as a result of these discounted cash flow analyses. The estimated fair value of the impaired inventory is determined immediately after a community's impairment.

(\$ in thousands)

Results of Discounted Cash Flow Analyses Prepared

Segment	# of Communities Impaired	# of Lots Impaired	Impairment Charge	Estimated Fair Value of Impaired Inventory at Period End
<i>Year Ended September 30, 2014</i>				
West	2	180	\$ 4,948	\$ 14,379
East (a)	—	—	—	—
Southeast	—	—	—	—
Unallocated	—	—	373	—
<b>Continuing Operations (a)</b>	<b>2</b>	<b>180</b>	<b>5,321</b>	<b>14,379</b>
<b>Discontinued Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total (a)</b>	<b>2</b>	<b>180</b>	<b>\$ 5,321</b>	<b>\$ 14,379</b>
<i>Year Ended September 30, 2012</i>				
West	2	116	\$ 3,902	\$ 11,058
East	2	93	4,316	7,342
Southeast	1	37	796	2,457
Unallocated	—	—	473	—
Continuing Operations	5	246	9,487	20,857
Discontinued Operations	—	—	60	—
<b>Total</b>	<b>5</b>	<b>246</b>	<b>\$ 9,547</b>	<b>\$ 20,857</b>

(a) During the year ended September 30, 2014, we recorded an impairment charge of \$0.1 million in our East segment. The community had less than 10 lots remaining to close at the time of the analysis and therefore, consistent with our policy, we did not prepare an undiscounted or discounted cash flow analysis related to this community.

Impairments on land held for sale below represent further write downs of these properties to net realizable value, less estimated costs to sell and are based on current market conditions and our review of recent comparable transactions at the applicable period end. The fiscal 2013 land held for sale impairment in the Southeast Segment related to our decision to reposition one community in South Carolina to address consumer demand, including the decision to sell a portion of the lots in this community. Our assumptions about land sales prices require significant judgment because the current market is highly sensitive to changes in economic conditions. We calculated the estimated fair values of land held for sale based on current market conditions and assumptions made by management, which may differ materially from actual results and may result in additional impairments if market conditions deteriorate.

Also, we have determined the proper course of action with respect to a number of communities within each homebuilding segment was to not exercise certain options and to write-off the deposits securing the option takedowns and 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. If we intend to abandon or walk-away from a property, we record a charge to earnings in the period such decision is made for the deposit amount and any related capitalized costs. Abandonment charges generally relate to our decision to abandon lots or not exercise certain option contracts that are not projected to produce adequate results or no longer fit in our long-term strategic plan. Included in the abandonments below for the fiscal year ended September 30, 2014 is a \$1.7 million abandonment of certain lots related to wetlands permitting issues in the Southeast segment.

The following table sets forth, by reportable homebuilding segment, the inventory impairments and lot option abandonment charges recorded for the fiscal years ended September 30, 2014, 2013 and 2012:

(In thousands)	Fiscal Year Ended September 30,		
	2014	2013	2012
Development projects and homes in process (Held for Development)			
West	\$ 4,948	\$ 46	\$ 3,902
East	100	13	4,316
Southeast	—	—	796
Unallocated	373	—	473
Subtotal	<u>\$ 5,421</u>	<u>\$ 59</u>	<u>\$ 9,487</u>
Land Held for Sale			
West	\$ —	\$ 228	\$ —
East	232	123	100
Southeast	28	1,778	208
Subtotal	<u>\$ 260</u>	<u>\$ 2,129</u>	<u>\$ 308</u>
Lot Option Abandonments			
West	\$ —	\$ 104	\$ 301
East	131	20	1,320
Southeast	2,495	321	792
Unallocated	—	—	2
Subtotal	<u>\$ 2,626</u>	<u>\$ 445</u>	<u>\$ 2,415</u>
Continuing Operations	<u>\$ 8,307</u>	<u>\$ 2,633</u>	<u>\$ 12,210</u>
Discontinued Operations			
Held for Development	\$ —	\$ —	\$ 60
Land Held for Sale	—	17	503
Lot Option Abandonments	—	—	16
Subtotal	<u>\$ —</u>	<u>\$ 17</u>	<u>\$ 579</u>
Total Company	<u>\$ 8,307</u>	<u>\$ 2,650</u>	<u>\$ 12,789</u>

**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. A 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 certain 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, which aggregated approximately \$43.5 million at September 30, 2014. The total remaining purchase price, net of cash deposits, committed under all options was \$420.5 million as of September 30, 2014. We expect to exercise, subject to market conditions and seller satisfaction of contract terms, all 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.

For the VIEs in which we are the primary beneficiary of the VIE, we have consolidated the VIE and reflected such assets and liabilities as land not owned under option agreements in our balance sheets. For VIEs we were required to consolidate, we recorded the remaining contractual purchase price under the applicable lot option agreement to land not owned under option agreements with an offsetting increase to obligations related to land not owned under option agreements. Also, to reflect the purchase price of this inventory consolidated, we present the related option deposits as land not owned under option agreement in the accompanying consolidated balance sheets. Consolidation of these VIEs has no impact on the Company's results of operations or cash flows.

The following provides a summary of our interests in lot option agreements as of September 30, 2014 and September 30, 2013:

(In thousands)	Deposits & Non-refundable Preacquisition Costs Incurred	Remaining Obligation	Land Not Owned - Under Option Agreements
<b>As of September 30, 2014</b>			
<b>Consolidated VIEs</b>	<b>\$ 941</b>	<b>\$ 2,916</b>	<b>\$ 3,857</b>
<b>Unconsolidated lot option agreements</b>	<b>42,588</b>	<b>417,618</b>	<b>—</b>
<b>Total lot option agreements</b>	<b>\$ 43,529</b>	<b>\$ 420,534</b>	<b>\$ 3,857</b>
<b>As of September 30, 2013</b>			
Consolidated VIEs	\$ 4,491	\$ 4,633	\$ 9,124
Unconsolidated lot option agreements	32,822	284,005	—
Total lot option agreements	\$ 37,313	\$ 288,638	\$ 9,124

### (5) Interest

Our ability to capitalize all interest incurred during the fiscal years ended September 30, 2014, 2013 and 2012 has been limited by our inventory eligible for capitalization. The following table sets forth certain information regarding interest:

(In thousands)	Fiscal Year Ended September 30,		
	2014	2013	2012
Capitalized interest in inventory, beginning of period	\$ 52,562	\$ 38,190	\$ 45,973
Interest incurred	126,906	115,076	124,918
Capitalized interest impaired	(245)	—	(275)
Interest expense not qualified for capitalization and included as other expense	(50,784)	(59,458)	(71,474)
Capitalized interest amortized to house construction and land sales expenses	(40,820)	(41,246)	(60,952)
Capitalized interest in inventory, end of period	\$ 87,619	\$ 52,562	\$ 38,190

### (6) Property, Plant and Equipment

Property, plant and equipment consists of:

(In thousands)	Fiscal Year Ended September 30,	
	2014	2013
Buildings and improvements	\$ 2,329	\$ 2,329
Model and sales office improvements	25,334	23,046
Leasehold improvements	4,197	4,212
Information systems	17,554	16,532
Furniture, fixtures and office equipment	9,999	16,215
Property, plant and equipment, gross	59,413	62,334
Less: Accumulated Depreciation	(40,740)	(45,334)
Property, plant and equipment, net	\$ 18,673	\$ 17,000

## (7) Borrowings

At September 30, 2014 and September 30, 2013 we had the following debt:

(In thousands)	Maturity Date	2014	2013
8 1/8% Senior Notes	June 2016	172,879	172,879
6 5/8% Senior Secured Notes	April 2018	300,000	300,000
9 1/8% Senior Notes	June 2018	—	298,000
9 1/8% Senior Notes	May 2019	235,000	235,000
5 3/4% Senior Notes	June 2019	325,000	—
7 1/2% Senior Notes	September 2021	200,000	200,000
7 1/4% Senior Notes	February 2023	200,000	200,000
TEU Senior Amortizing Notes	July 2015	6,703	16,141
Unamortized debt discounts		(4,399)	(5,160)
Total Senior Notes, net		1,435,183	1,416,860
Junior Subordinated Notes	July 2036	55,737	53,670
Cash Secured Loans	November 2017	22,368	22,368
Other Secured Notes Payable	Various Dates	22,145	19,285
Total debt, net		\$ 1,535,433	\$ 1,512,183

As of September 30, 2014, future maturities of our borrowings are as follows:

### Fiscal Year Ended September 30,

(In thousands)	
2015	\$ 15,636
2016	176,412
2017	25,901
2018	300,000
2019	566,145
Thereafter	500,773
Total	\$ 1,584,867

**Secured Revolving Credit Facility** — The \$150 million Secured Revolving Credit Facility provides for future working capital and letter of credit capacity. On November 10, 2014, we executed an amendment with three of the four lenders which included extending the maturity of the facility one additional year. With this amendment, \$130 million of the \$150 million facility will now mature in September 2016. One lender with a \$20 million commitment chose not to extend their obligation, which is scheduled to mature in September 2015. Subject to our option to cash collateralize our obligations under the Secured Revolving Credit Facility upon certain conditions, our obligations under the Secured Revolving Credit Facility are secured by liens on substantially all of our personal property and a significant portion of our owned real properties. The Secured Revolving Credit Facility contains certain covenants, including negative covenants and financial maintenance covenants, with which we are required to comply. As of September 30, 2014, we were in compliance with all such covenants and had \$150 million of available borrowings under the Secured Revolving Credit Facility. We have elected to cash collateralize all letters of credit; however, as of September 30, 2014, we have pledged approximately \$1 billion of inventory assets to our Secured Revolving Credit Facility to collateralize potential future borrowings or letters of credit. There were no outstanding borrowings under the Secured Revolving Credit Facility as of September 30, 2014 or September 30, 2013.

**Letter of Credit Facilities** — We have entered into stand-alone, cash-secured letter of credit agreements with banks to maintain our pre-existing letters of credit and to provide for the issuance of new letters of credit. The letter of credit arrangements combined with our Secured Revolving Credit Facility provide a total letter of credit capacity of approximately \$180.9 million. As of September 30, 2014 and September 30, 2013, we have letters of credit outstanding of \$39.1 million and \$25.2 million, respectively, which are secured by cash collateral in restricted accounts. The Company may enter into additional arrangements to provide additional letter of credit capacity.

**Senior Notes** — The majority of our Senior Notes are unsecured or secured obligations ranking pari passu with all other existing and future senior indebtedness. Substantially all of our 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 Secured Revolving Credit Facility. Each guarantor subsidiary is a 100% owned subsidiary of Beazer Homes USA, Inc.

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 additional indebtedness and to make certain investments. Specifically, all of our Senior Notes contain covenants that restrict our ability to incur additional indebtedness unless it is refinancing indebtedness or non-recourse indebtedness. The incurrence of refinancing indebtedness and non-recourse indebtedness, as defined in the applicable indentures, are exempted from the covenant test. As of September 30, 2014, we were not able to incur additional indebtedness under certain of our senior debt instruments, except refinancing or non-recourse indebtedness. Compliance with our Senior Note covenants does not significantly impact our operations. We were in compliance with the covenants contained in all of our Senior Notes as of September 30, 2014.

Our Senior Notes due 2016 (the 2016 Notes) contain the most restrictive covenants, including the consolidated tangible net worth covenant, which states that should consolidated tangible net worth fall below \$85 million for two consecutive quarters, the Company is required to make an offer to purchase 10% of the 2016 Notes at par. If triggered and fully subscribed, this could result in our having to purchase \$27.5 million of the 2016 Notes, which may be reduced by certain 2016 Note repurchases (potentially at less than par) made in the open market after the triggering date. As of September 30, 2014, our consolidated tangible net worth was \$255.2 million, well in excess of the minimum covenant requirement.

In April 2014, we issued and sold \$325 million aggregate principal amount of 5.75% Senior Notes due June 2019 (the June 2019 Notes) at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers. Interest on the June 2019 Notes is payable semi-annually in cash in arrears, beginning on December 15, 2014. The June 2019 Notes will mature on June 15, 2019. Prior to maturity, we may, at our option redeem the June 2019 Notes at any time, in whole or in part, at specified redemption prices, which also include a customary make-whole premium amount prior to through March 15, 2019. In July 2014, we exchanged 100% of the June 2019 Notes for notes that are freely transferable and registered under the Securities Act of 1933.

The June 2019 Notes were issued under an indenture (June 2019 Indenture), issued April 8, 2014 that contains covenants which, subject to certain exceptions, limit the ability of the Company and its restricted subsidiaries (as defined in the June 2019 Indenture) to, among other things, incur additional indebtedness, including secured indebtedness, and make certain types of restricted payments. The June 2019 Indenture contains customary events of default. Upon the occurrence of an event of default, payments on the June 2019 Notes may be accelerated and become immediately due and payable. Upon a change of control (as defined in the June 2019 Indenture), the June 2019 Indenture requires us to make an offer to repurchase the June 2019 Notes at 101% of their principal amount, plus accrued and unpaid interest.

We may redeem the June 2019 Notes at any time prior to March 15, 2019, in whole or in part, at a redemption price equal to 100% of the principal amount, plus a customary make-whole premium, plus accrued and unpaid interest to, but excluding, the redemption date. In addition, at any time on or prior to June 15, 2018, we may redeem up to 35% of the aggregate principal amount of June 2019 Notes with the proceeds of certain equity offerings at a redemption price equal to 105.750% of the principal amount of the June 2019 Notes plus accrued and unpaid interest, if any, to, but excluding, the date fixed for redemption; provided, that at least 65% of the aggregate principal amount of the June 2019 Notes originally issued under the June 2019 Indenture remain outstanding after such redemption. On or after March 15, 2019, we may redeem some or all of the June 2019 Notes at 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The proceeds from the June 2019 Notes were used to redeem all of our outstanding Senior Notes due June 2018 (the 2018 Notes), including the \$17.2 million make-whole premium. We recognized a loss on debt extinguishment of the 2018 Notes of \$19.8 million in the quarter ended June 30, 2014 related to the premiums paid and the write-off of unamortized debt issuance costs. The 2018 Notes redeemed by the Company were canceled.

In September 2013, we issued and sold \$200 million aggregate principal amount of 7.500% Senior Notes due 2021 (the 2021 Notes) at a price of 98.541% (before underwriting and other issuance costs) through a private placement to qualified institutional buyers. Interest on the 2021 Notes is payable semi-annually in cash in arrears, beginning on March 15, 2014. The 2021 Notes will mature on September 15, 2021. Prior to maturity, we may, at our option, redeem the 2021 Notes at any time, in whole or in part, at specified redemption prices, which also include a customary make-whole premium prior to September 15, 2016. In January 2014, we exchanged 100% of the 2021 Notes for notes that are freely transferable and registered under the Securities Act of 1933.

The 2021 Notes were issued under an indenture (2021 Indenture), issued September 30, 2013 that contains covenants which, subject to certain exceptions, limit the ability of the Company and its restricted subsidiaries (as defined in the 2021 Indenture) to, among other things, incur additional indebtedness, including secured indebtedness, and make certain types of restricted payments. The 2021 Indenture contains customary events of default. Upon the occurrence of an event of default, payments on the 2021 Notes may be accelerated and become immediately due and payable. Upon a change of control (as defined in the 2021 Indenture), the 2021 Indenture requires us to make an offer to repurchase the 2021 Notes at 101% of their principal amount, plus accrued and unpaid interest.

We may redeem the 2021 Notes at any time prior to September 15, 2016, in whole or in part, at a redemption price equal to 100% of the principal amount, plus a customary make-whole premium, plus accrued and unpaid interest to the redemption date. In addition, at any time on or prior to September 15, 2016, we may redeem up to 35% of the aggregate principal amount of 2021 Notes with the proceeds of certain equity offerings at a redemption price equal to 107.500% of the principal amount of the 2021 Notes plus accrued and unpaid interest, if any, to the date fixed for redemption; provided, that at least 65% of the aggregate principal amount of the 2021 Notes originally issued under the 2021 Indenture remain outstanding after such redemption. On or after September 15, 2016, we may redeem some or all of the 2021 Notes at redemption prices set forth in the Indenture. These percentages range from 100.000% to 105.625%.

In February 2013, we issued and sold \$200 million aggregate principal amount of 7.250% Senior Notes due 2023 (the 2023 Notes) at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers. Interest on the 2023 Notes is payable semi-annually in cash in arrears, beginning August 1, 2013. The 2023 Notes will mature on February 1, 2023. Prior to maturity, we may, at our option, redeem the 2023 Notes at any time, in whole or in part, at specified redemption prices, which also include a customary make-whole premium prior to February 1, 2018.

The 2023 Notes were issued under an indenture, dated as February 1, 2013 (the 2023 Indenture) that contains covenants which, subject to certain exceptions, limit the ability of the Company and its restricted subsidiaries (as defined in the 2023 Indenture) to, among other things, incur additional indebtedness, including secured indebtedness, and make certain types of restricted payments. The 2023 Indenture contains customary events of default. Upon the occurrence of an event of default, payments on the 2023 Notes may be accelerated and become immediately due and payable. Upon a change of control (as defined in the Indenture), the 2023 Indenture requires us to make an offer to repurchase the 2023 Notes at 101% of their principal amount, plus accrued and unpaid interest.

We may redeem the 2023 Notes at any time prior to February 1, 2018, in whole or in part, at a redemption price equal to 100% of the principal amount, plus a customary make-whole premium, plus accrued and unpaid interest to the redemption date. In addition, at any time on or prior to February 1, 2016, we may redeem up to 35% of the aggregate principal amount of 2023 Notes with the proceeds of certain equity offerings at a redemption price equal to 107.250% of the principal amount of the 2023 Notes plus accrued and unpaid interest, if any, to the date fixed for redemption; provided, that at least 65% of the aggregate principal amount of the 2023 Notes originally issued under the 2023 Indenture remain outstanding after such redemption. On or after February 1, 2018, we may redeem some or all of the 2023 Notes at redemption prices set forth in the 2023 Indenture. These percentages range from 100.000% to 103.625%. In August 2013, we exchanged 100% of the 2023 Notes for notes that are freely transferable and registered under the Securities Act of 1933.

During the fiscal year ended September 30, 2013, we used a portion of the net cash proceeds from the 2023 Notes offering to redeem all of our outstanding 6.875% Senior Notes due 2015 (the 2015 Notes). The 2015 Notes were redeemed at 101.146% of the principal amount, plus accrued and unpaid interest. During fiscal 2013, we also repurchased \$2 million of our outstanding 9.125% Senior Notes due 2018 in open market transactions. These transactions resulted in a loss on debt extinguishment of \$3.6 million, net of unamortized discounts and debt issuance costs. All Senior Notes redeemed/repurchased by the Company were canceled.

All unsecured Senior Notes rank equally in right of payment with all of our 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 our Secured Revolving Credit Facility and our 6.625% Senior Secured Notes due 2018, 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. The unsecured Senior Notes are fully and unconditionally guaranteed jointly and severally on a senior basis by the Company's wholly-owned subsidiaries party to each applicable Indenture.

In July 2012, we issued and sold \$300 million aggregate principal amount of our 6.625% Senior Secured Notes due 2018 (Senior Secured Notes) through a private placement to qualified institutional buyers. The Senior Secured Notes were issued at par (before underwriting and other issuance costs). Interest on the Senior Secured Notes is payable semi-annually in cash in arrears, beginning October 15, 2012. The Senior Secured Notes will mature on April 15, 2018. The Senior Secured Notes were issued under an

indenture, dated as of July 18, 2012 (the 2018 Indenture) that contains covenants which, subject to certain exceptions, limit the ability of the Company and its restricted subsidiaries to, among other things, incur additional indebtedness, engage in certain asset sales, make certain types of restricted payments and create liens on assets of the Company or the guarantors. The 2018 Indenture contains customary events of default.

Upon a change of control (as defined in the 2018 Indenture), the Indenture requires the Company to make an offer to repurchase the Senior Secured Notes at 101% of their principal amount, plus accrued and unpaid interest. If we sell certain assets and do not reinvest the net proceeds in compliance with the 2018 Indenture, then we must use the net proceeds to offer to repurchase the Senior Notes at 100% of their principal amount, plus accrued and unpaid interest. We may redeem the Senior Secured Notes at any time prior to July 15, 2015, in whole or in part, at a redemption price equal to 100% of the principal amount, plus a customary make-whole premium, plus accrued and unpaid interest to the redemption date. In addition, at any time on or prior to July 15, 2015, we may redeem up to 35% of the aggregate principal amount of Senior Secured Notes with the proceeds of certain equity offerings at a redemption price equal to 106.625% of the principal amount of the Senior Secured Notes plus accrued and unpaid interest, if any, to the date fixed for redemption; provided, that at least 65% of the aggregate principal amount of the Senior Secured Notes originally issued under the 2018 Indenture remain outstanding after such redemption. Thereafter, we may redeem some or all of the Senior Secured Notes at redemption prices set forth in the 2018 Indenture. These percentages range from 100.000% to 103.313%.

Concurrently with the Senior Secured Notes offering, we called for redemption of all \$250 million outstanding of our 12% Senior Secured Notes due 2017. Cash used for this redemption, including payment of accrued interest and the contractual call premium was approximately \$280 million. We recorded a \$42.4 million pre-tax loss on debt extinguishment (including write-off of unamortized discount and debt issuance costs) related to the redemption of the 12% senior secured notes due 2017 in fiscal 2012.

During fiscal 2012, we redeemed or repurchased in open market transactions \$15.0 million of our 9 1/8% Senior Notes due 2019 for an aggregate purchase price of \$14.6 million, plus accrued and unpaid interest. These transactions resulted in a gain on debt extinguishment of \$30,000, net of unamortized discounts and debt issuance costs. All Senior Notes redeemed/repurchased by the Company were canceled.

**Senior Notes: Tangible Equity Units** — In July 2012, we issued 4.6 million 7.5% TEUs (the 2012 TEUs), which were comprised of prepaid stock purchase contracts (PSPs) and senior amortizing notes. As the two components of the TEUs are legally separate and detachable, we have accounted for the two components as separate items for financial reporting purposes and valued them based on their relative fair value at the date of issuance. The amortizing notes are unsecured senior obligations and rank equally with all of our other senior unsecured indebtedness. Outstanding notes pay quarterly installments of principal and interest through maturity. The PSPs were originally accounted for as equity (additional paid in capital) at the initial fair value of these contracts based on the relative fair value method. During the fiscal year ended September 30, 2014, we exchanged 890,000 TEUs, including approximately \$2.4 million of amortizing notes, for Beazer Homes' common stock. The PSPs related to the remaining 2012 TEUs are scheduled to be settled in Beazer Homes' common stock on July 15, 2015. See Note 12 for additional information related to the PSPs.

**Junior Subordinated Notes** — \$103.1 million of unsecured junior subordinated notes (Junior Subordinated Notes) mature on July 30, 2036. The Junior Subordinated Notes are redeemable at par and pay a fixed rate of 7.987% for the first ten years ending July 30, 2016. Thereafter, the securities have a floating interest as defined in the Junior Subordinated Notes Indenture. The obligations relating to these notes and the related securities are subordinated to the Secured Revolving Credit Facility and the Senior Notes. In January 2010, we modified the terms of \$75 million of these notes and recorded these notes at their estimated fair value. As of September 30, 2014, the unamortized accretion was \$45.0 million and will be amortized over the remaining life of the notes.

As of September 30, 2014, we were in compliance with all covenants under our Junior Subordinated Notes.

**Cash Secured Loans** — We have entered into two separate loan facilities, currently totaling \$22.4 million as of September 30, 2014, scheduled to mature in November 2017. Borrowings under the cash secured loan facilities were used to replenish cash used to repay or repurchase the Company's debt and would be considered "refinancing indebtedness" under certain of the Company's existing indentures and debt covenants. However, because the loans are fully collateralized by cash equal to the loan amount, the loans do not provide liquidity to the Company.

The lenders of these facilities had the right to put the outstanding loan balances to the Company at the two or four year anniversaries of the loan, however, the Company did not receive written notice of such election within the time frame stipulated in the agreement and therefore such right has expired. Borrowings under the facilities are fully secured by cash held by the lender or its affiliates. This secured cash is reflected as restricted cash on our consolidated balance sheet as of September 30, 2014. We borrowed \$32.6 million at inception of the loans. As previously indicated and in order to protect financing capacity available under our covenant refinancing basket related to previous or future debt repayments, we borrowed an additional \$214.8 million under the cash secured loan facilities in May 2011. The cash secured loan has an interest rate equivalent to LIBOR plus 0.4% per annum which is paid every three months following the effective date of each borrowing.

During the fiscal year ended September 30, 2012, we repaid \$20 million of the cash secured term loans. Further, during the fiscal year ended September 30, 2013, we repaid \$205 million of the outstanding cash secured term loans and recognized a \$1 million loss on debt extinguishment, primarily related to the unamortized discounts and debt issuances costs related to these loans.

**Other Secured Notes Payable** — We periodically acquire land through the issuance of notes payable. As of September 30, 2014 and September 30, 2013, we had outstanding notes payable of \$22.1 million and \$19.3 million respectively, primarily related to land acquisitions. These notes payable have varying expiration dates between 2014 and 2019 and have a weighted average fixed rate of 4.07% at September 30, 2014. These notes are secured by the real estate to which they relate.

The agreements governing these secured notes payable contain various affirmative and negative covenants. There can be no assurance that we 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) Income Taxes

The benefit from income taxes from continuing operations consists of the following:

(In thousands)	Fiscal Year Ended September 30,		
	2014	2013	2012
Current federal	\$ (44,789)	\$ (4,409)	\$ (34,242)
Current state	322	(394)	(143)
Deferred federal	2,385	1,476	(5,964)
Deferred state	285	(162)	2
Total	\$ (41,797)	\$ (3,489)	\$ (40,347)

The benefit from income taxes from continuing operations differs from the amount computed by applying the federal income tax statutory rate as follows:

(In thousands)	Fiscal Year Ended September 30,		
	2014	2013	2012
Income tax computed at statutory rate	\$ (2,406)	\$ (12,479)	\$ (61,590)
State income taxes, net of federal benefit	(172)	(684)	(6,055)
Valuation allowance - IRS Settlement	(26,846)	—	—
Valuation allowance - other	3,023	11,729	59,601
Changes for uncertain tax positions	(14,276)	(1,909)	(32,441)
IRS interest refund	(1,714)	—	—
Other, net	594	(146)	138
Total	\$ (41,797)	\$ (3,489)	\$ (40,347)

The principal differences between our effective tax rate and the U.S. federal statutory rate relates to changes in our valuation allowance and changes for our unrecognized tax benefits.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The tax effects of significant temporary differences that give rise to the net deferred tax assets are as follows:

(In thousands)	<u>September 30, 2014</u>	September 30, 2013
Deferred tax assets:		
Warranty and other reserves	\$ 11,587	\$ 11,559
Incentive compensation	18,993	17,368
Property, equipment and other assets	2,750	2,455
Federal and state tax carryforwards	357,146	383,508
Inventory adjustments	95,237	114,416
Uncertain tax positions	1,911	14,415
Other	3,923	3,052
Total deferred tax assets	<u>491,547</u>	<u>546,773</u>
Deferred tax liabilities:		
Deferred revenues	(43,496)	(54,257)
Total deferred tax liabilities	<u>(43,496)</u>	<u>(54,257)</u>
Net deferred tax assets before valuation allowance	448,051	492,516
Valuation allowance	(445,228)	(487,263)
Net deferred tax assets	<u>\$ 2,823</u>	<u>\$ 5,253</u>

At September 30, 2014, our gross deferred tax assets above included \$266.9 million for federal net operating loss carryforwards, \$76.7 million for state net operating loss carryforwards, \$9.8 million for an alternative minimum tax credit and \$3.8 million for general business credit. The net operating loss carryforwards expire at various dates through 2033 and the general business credit expires at various dates through 2034. The alternative minimum tax credit has an unlimited carryforward period.

A reduction of the carrying amounts of deferred tax assets by a valuation allowance is required if, based on the available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the more-likely-than-not realization threshold criterion. In the assessment for a valuation allowance, appropriate consideration is given to all positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, the Company's experience with loss carryforwards not expiring unused and tax planning alternatives.

Based upon an evaluation of all available evidence, we established a valuation allowance for substantially all of our deferred tax assets during fiscal 2008. As of September 30, 2014, we updated our evaluation of whether the valuation allowance against our deferred tax assets was still required. We considered positive evidence including evidence of recovery in the housing markets where we operate, the prospects of continued profitability and growth, a strong backlog and sufficient balance sheet liquidity to sustain and grow operations. Although the Company's performance and current positioning is bringing it closer to a conclusion that a valuation allowance is no longer needed, further evidence of sustained profitability is needed to reverse our valuation allowance against our deferred tax assets. Therefore, based upon all available positive and negative evidence, we concluded a valuation allowance is still needed for substantially all of our gross deferred tax assets at September 30, 2014. Therefore, at September 30, 2014 and 2013, the Company's deferred tax asset valuation allowance was \$445.2 million and \$487.3 million, respectively. In future periods, we may reduce all or a portion of our valuation allowance, generating a non-cash tax benefit, if sufficient positive evidence is present indicating that more likely than not a portion or all of our deferred tax assets will be realized. Changes in existing tax laws could also affect actual tax results and the valuation of deferred tax assets over time.

Further, we experienced an "ownership change" as defined in Section 382 of the Internal Revenue Code (Section 382) as of January 12, 2010. Section 382 contains rules that limit the ability of a company that undergoes an "ownership change" to utilize its net operating loss carryforwards (NOLs) and certain built-in losses or deductions recognized during the five-year period after the ownership change to offset future taxable income. Therefore, our ability to utilize our pre-ownership change net operating loss carryforwards and recognize certain built-in losses or deductions is limited by Section 382 to an estimated maximum amount of approximately \$11.4 million (\$4 million tax-effected) annually. Certain deferred tax assets are not subject to any limitation imposed by Section 382.

Due to the Section 382 limitation and the maximum carryforward period of our NOLs, we are unable to fully recognize certain deferred tax assets. Accordingly, during fiscal 2014 and 2013, we reduced our gross deferred tax assets and corresponding valuation allowance by \$9.9 million and \$15.2 million, respectively. As future economic conditions unfold, we will be able to confirm that certain deferred tax assets will not provide any future tax benefit. At such time, we will accordingly remove any deferred tax asset and corresponding valuation allowance.

Accordingly, a portion of our \$491.5 million of total gross deferred tax assets related to accrued losses on our inventory may be unavailable due to the limitation imposed by Section 382. As of September 30, 2014, we estimate that between \$7.9 million and \$40.9 million may be unavailable due to our Section 382 limitation. As a result, upon the resumption of sustained profitability and reversal of our valuation allowance, between \$407.1 million and \$440.1 million of our net deferred tax assets may be available to us for the reduction of future cash taxes. The actual realization of our deferred tax assets is difficult to predict and will be dependent on future events.

If we were to experience future NOLs, we would expect to continue to add to our gross deferred tax assets that will not be limited by Section 382.

Considering the limitation imposed by Section 382, the table below depicts the classifications of our deferred tax assets:

	<u>September 30, 2014</u>
(In thousands)	
Deferred tax assets:	
Subject to annual limitation	\$ 102,207
Generally not subject to annual limitation	348,435
Certain components likely to be subject to annual limitation	<u>40,905</u>
Total deferred tax assets	<u>491,547</u>
Deferred tax liabilities	<u>(43,496)</u>
Net deferred tax assets before valuation allowance	<u>448,051</u>
Valuation allowance	<u>(445,228)</u>
Net deferred tax assets	<u>\$ 2,823</u>

A reconciliation of the beginning and ending amount of unrecognized tax benefits at the beginning and end of fiscal 2014, 2013 and 2012 is as follows:

	<u>Fiscal Year Ended September 30,</u>		
	<u>2014</u>	2013	2012
(In thousands)			
Balance at beginning of year	\$ 17,464	\$ 19,630	\$ 46,648
Additions for (reductions in) tax positions related to current year	150	(1,620)	903
Additions for tax positions related to prior years	1,365	—	—
Reductions for tax positions of prior years	(14,201)	—	(27,181)
Lapse of statute of limitations	(162)	(546)	(740)
Balance at end of year	<u>\$ 4,616</u>	<u>\$ 17,464</u>	<u>\$ 19,630</u>

Total reductions in gross unrecognized tax benefits of \$14.3 million during fiscal year 2014 were due to lapses in statutes of limitation and closing of audits. Due to our valuation allowances, if the Company were to recognize the \$4.6 million of gross unrecognized tax benefits remaining at September 30, 2014, substantially all would affect our effective tax rate. Additionally, we had \$0.4 million and \$2.6 million of accrued interest and penalties at September 30, 2014 and 2013, respectively. Our income tax benefit includes tax related interest.

In the normal course of business, we are subject to audits by federal and state tax authorities regarding various tax liabilities. Our federal income tax returns for fiscal years 2007 through 2010 were agreed to with the IRS Appeals Office and approved by the Joint Committee on Taxation in the fourth quarter of fiscal year 2014. Our federal income tax returns for fiscal years 2011 and 2012 have been submitted to the Joint Committee on Taxation without change by the IRS. Certain state income tax returns for various fiscal years are under routine examination. The statute of limitations for our major tax jurisdictions remains open for examination for fiscal years 2007 and subsequent years. As of September 30, 2014, it is reasonably possible that up to approximately \$4.0 million of the

total uncertain tax positions will reverse within the next twelve months, primarily due to the expiration of statutes of limitation in various jurisdictions.

As a result of our fiscal years 2007 through 2010 being agreed to and closed, we were able to carryback and utilize net operating losses and received a \$26.8 million refund with an additional \$1.7 million in accrued interest. We also received a \$0.3 million telephone excise tax refund from fiscal year 2007 that was previously accepted but not released by the IRS pending the resolution of our examination.

### (9) 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 arising in its business. In determining loss contingencies, we consider the likelihood of loss as well as the ability to reasonably estimate the amount of such loss or liability. An estimated loss is recorded when it is considered probable that a liability has been incurred and when 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 performance quality standards. In addition, we provide a limited warranty (generally ranging from a minimum of five years up to the period covered by the applicable statute of repose) covering only certain defined construction defects. We also provide a defined structural element warranty with single-family homes and townhomes in certain states.

We subcontract our homebuilding work to subcontractors whose contracts generally include an indemnity obligation and a requirement that certain minimum insurance requirements be met, including providing us with a certificate of insurance prior to receiving payments for their work. Therefore, many claims relating to workmanship and materials are the primary responsibility of the subcontractors.

Warranty reserves are included in other liabilities and the provision for warranty accruals is included in home construction and land sales expenses in the consolidated financial statements. We record reserves covering anticipated warranty expense for each home closed. Management reviews the adequacy of warranty reserves each reporting period based on historical experience and management's estimate of the costs to remediate the claims and adjusts these provisions accordingly. Our review includes a quarterly analysis of the historical data and trends in warranty expense by operating segment. An analysis by operating segment allows us to consider market specific factors such as our warranty experience, the number of home closings, the prices of homes, product mix and other data in estimating our warranty reserves. In addition, our analysis also contemplates the existence of any non-recurring or community-specific warranty related matters that might not be contemplated in our historical data and trends.

In the fourth quarter of fiscal 2014, we recorded \$4.9 million in charges related to water intrusion problems in homes in certain of our communities located in Florida and New Jersey with an average age in excess of 7 years. The issues in Florida related to water intrusion problems arising from stucco installation on specific home elevations in several communities. The water intrusion issues in New Jersey related to flashing and stone installation in one specific community. We consider these charges were unexpected in nature and are not expected to be recurring. We believe it is possible that we will recover a portion of our total estimated repair costs associated with the affected homes from various sources, including subcontractors involved with the original construction of the homes and their insurers. However, we have not yet been able to determine with any reasonable degree of certainty whether we will be able to successfully recover such amounts. As a result, we did not deem any recoveries from outside sources to be probable. Our investigation into the water intrusion-related issues, including the process of determining responsible parties and our efforts to obtain recoveries, are ongoing, and as a result, our estimates of warranty costs and probable recoveries may change as additional information is obtained.

As a result of our quarterly analyses, we adjust our estimated warranty liabilities if required. While we believe our warranty reserves are adequate as of September 30, 2014, historical data and trends may not accurately predict actual warranty costs or future developments could lead to a significant change in the reserve. Our warranty reserves are as follows (in thousands):

	<b>Fiscal Year Ended September 30,</b>		
	<b>2014</b>	2013	2012
Balance at beginning of period	\$ 11,663	\$ 15,477	\$ 17,916
Accruals for warranties issued	<b>6,087</b>	5,897	6,540
Changes in liability related to warranties existing in prior periods	<b>9,836</b>	(2,856)	(2,677)
Payments made	<b>(11,502)</b>	(6,855)	(6,302)
Balance at end of period	<b>\$ 16,084</b>	\$ 11,663	\$ 15,477

## **Litigation**

As disclosed in prior SEC filings, we operated Beazer Mortgage Corporation (BMC) from 1998 through February 2008 to offer mortgage financing to buyers of our homes. BMC entered into various agreements with mortgage investors, pursuant to which BMC originated certain mortgage loans and ultimately sold these loans to investors. In general, underwriting decisions were not made by BMC but by the investors themselves or third-party service providers. From time to time we have received claims from institutions which have acquired certain of these mortgages demanding damages or indemnity arising from BMC's activities or that we repurchase such mortgages. We have been able to resolve these claims for amounts that are not material to our consolidated financial position or results of operation. We currently have an insignificant number of such claims outstanding for which we believe we have no liability. However, we cannot rule out the potential for additional mortgage loan repurchase or indemnity claims in the future from other investors, although, at this time, we do not believe that the exposure related to any such claims would be material to our consolidated financial position, cash flows or results of operations. As of September 30, 2014, no liability has been recorded for any such additional claims as such exposure is not both probable and reasonably estimable.

In the normal course of business, we are subject to various lawsuits. We cannot predict or determine the timing or final outcome of the lawsuits or the effect that any adverse findings or determinations in the 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 the above pending matters. An unfavorable determination in any of the pending lawsuits could result in the payment by us of substantial monetary damages which 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 the Board of Directors on these matters, even if we are ultimately successful, could have a material effect on our business, financial condition and results of operations.

## **Other Matters**

On July 1, 2009, we entered into a Deferred Prosecution Agreement (the "DPA") with the United States Attorney for the Western District of North Carolina and a separate but related agreement with the United States Department of Housing and Urban Development (HUD) and the Civil Division of the United States Department of Justice (the HUD Agreement). Under these agreements, we are obligated to make payments equal to 4% of "adjusted EBITDA" as defined in the Agreements until the first to occur of (a) September 30, 2016 or (b) the date that a cumulative \$48.0 million has been paid pursuant to the DPA and the HUD Agreement. As of September 30, 2014, we have paid a cumulative \$22.7 million and an additional \$2.1 million has been recorded as a liability.

In 2006, we received two Administrative Orders issued by the New Jersey Department of Environmental Protection. The Orders allege certain violations of wetlands disturbance permits and assess proposed fines of \$630,000 and \$678,000, respectively. Although we believe that we have significant defenses to the alleged violations, we reached a settlement with the Department, through an Administrative Consent Order (the "ACO"). Pursuant to the ACO, we agreed to pay a penalty of \$125,000 and donate a 35-acre parcel of land to a local soil conservation district (or make an additional \$250,000 payment if the parcel cannot be conveyed). We have paid the \$125,000 penalty and are in the process of completing actions that will allow us to convey the 35-acre donation parcel.

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 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 accrued \$13.4 million and \$19.9 million in other liabilities related to litigation and other matters, excluding warranty, as of September 30, 2014 and 2013, respectively.

We had outstanding letters of credit and performance bonds of approximately \$39.1 million and \$221.1 million, respectively, at September 30, 2014 related principally to our obligations to local governments to construct roads and other improvements in various developments. We have no outstanding letters of credit relating to our land option contracts as of September 30, 2014.

## **(10) Fair Value Measurements**

As of September 30, 2014, we had assets in our consolidated balance sheets that were required to be measured at fair value on a recurring and 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; 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 available-for-sale marketable equity securities are based on readily available share prices. The fair value of our deferred compensation plan assets are based on market-corroborated inputs.

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 may not be recovered. We review our long-lived assets, including inventory for recoverability when factors that indicate an impairment may exist, but no less than quarterly. Fair value is based on estimated cash flows discounted for market risks associated with the long-lived assets. The fair values of our investments in unconsolidated entities are determined primarily using a discounted cash flow model to value the underlying net assets of the respective entities. During the fiscal year ended September 30, 2014, including discontinued operations, we recorded impairments for development projects in process of \$5.4 million and land held for sale impairments of \$0.2 million. During the fiscal year ended September 30, 2013, including discontinued operations, we recorded impairments for development projects in process of \$59,000, land held for sale impairments of \$2.1 million, and impairments of unconsolidated entity investments of \$181,000.

See Notes 1, 3, 4 and 13 for additional information related to the fair value accounting for the assets listed below. Determining which hierarchical level an asset or liability falls within requires significant judgment. We evaluate our hierarchy disclosures each quarter.

The following table presents our assets measured at fair value on a recurring and non-recurring basis for each hierarchy level and represents only those assets whose carrying values were adjusted to fair value during the fiscal year ended September 30, 2014 and 2013:

(In thousands)	Level 1	Level 2	Level 3	Total
<b>Year Ended September 30, 2014</b>				
Available-for-sale marketable equity securities (a) \$	24,765	\$ —	\$ —	\$ 24,765
Deferred compensation plan assets (a)	—	517	—	517
Development projects in progress (b)	—	—	14,379	14,379
Land held for sale (b)	—	—	4,117	4,117
Year Ended September 30, 2013				
Deferred compensation plan assets (a)	—	653	—	653
Development projects in progress (b)	—	—	—	—
Land held for sale (b)	—	—	4,072	4,072

- (a) Measured at fair value on a recurring basis  
(b) Measured at fair value on a non-recurring basis.

The fair value of our cash and cash equivalents, restricted cash, accounts receivable, trade accounts payable, other liabilities, cash secured loans and other secured notes payable approximate their carrying amounts due to the short maturity of these assets and liabilities.

As of September 30, 2014, our investment in marketable equity securities, consisting solely of the shares held in AMH, was in a cumulative unrealized loss position of \$1.3 million which is in Accumulated Other Comprehensive Loss, a component of Stockholders' Equity.

Obligations related to land not owned under option agreements approximate fair value. The carrying values and estimated fair values of other financial assets and liabilities were as follows:

(In thousands)	As of September 30, 2014		As of September 30, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Senior Notes	\$ 1,435,183	\$ 1,462,899	\$ 1,416,860	\$ 1,469,904
Junior Subordinated Notes	55,736	55,736	53,670	53,670
	<b>\$ 1,490,919</b>	<b>\$ 1,518,635</b>	<b>\$ 1,470,530</b>	<b>\$ 1,523,574</b>

The estimated fair values shown above for our publicly held Senior Notes have been determined using quoted market rates (Level 2). Since there is no trading market for our Junior Subordinated Notes, the fair value of these notes is estimated by discounting scheduled cash flows through maturity (Level 3). The discount rate is estimated using market rates currently being offered on loans with similar terms and credit quality. Judgment is required in interpreting market data to develop these estimates of fair value.

Accordingly, the estimates presented herein are not necessarily indicative of the amounts that we could realize in a current market exchange.

### (11) Leases

We are obligated under various noncancelable operating leases for office facilities, model homes and equipment. Rental expense under these agreements, which is included in general and administrative expenses, amounted to approximately \$5.4 million, \$4.9 million and \$5.9 million for the fiscal years ended September 30, 2014, 2013 and 2012, respectively. This rental expense excludes expense related to our discontinued operations. As of September 30, 2014, future minimum lease payments under noncancelable operating lease agreements are as follows:

<b>Fiscal Year Ended September 30,</b>		
(In thousands)		
2015	\$	3,407
2016		3,002
2017		2,008
2018		1,045
2019		598
Thereafter		19
Total	\$	<u>10,079</u>

### (12) Stockholders' Equity

On October 11, 2012, the Company executed a one-for-five reverse stock split. All historical share and per share information reflects this transaction. During the fiscal year ended September 30, 2013, the Company's stockholders approved management's recommendation to reduce authorized shares from 100 million to 63 million.

*Preferred Stock.* We currently have no shares of preferred stock outstanding.

*Common Stock Transactions.* As of September 30, 2014, there were approximately 3.7 million TEUs outstanding (including \$6.7 million of amortizing notes). The PSPs related to the TEUs are scheduled to be settled in Beazer Homes' common stock on July 15, 2015. If on that date, our common stock price is (1) at or below \$14.50 per share, the PSPs will convert to 1.72414 shares per unit, (2) at or above \$17.75 per share, the PSPs will convert to 1.40746 shares per unit or (3) between \$14.50 and \$17.75 per share, the PSPs will convert to a number of shares of our common stock equal to \$25.00 divided by the applicable market value of our common stock. If the remaining TEU PSPs were converted at the settlement factor under their agreement based on our current stock price, we would be required to issue approximately 5.2 million shares of common stock to the instrument holders upon conversion.

In March 2014, the Company entered into an agreement to issue 1,368,108 shares, or 1.5372 shares per TEU, of common stock, par value \$0.001, in exchange for 890,000 TEUs. Each outstanding TEU consisted of a prepaid stock purchase contract and a 7.5% senior amortizing note which was due July 15, 2015. At maturity, holders of the prepaid stock purchase contracts would have automatically received a minimum of 1.40746 shares per contract, up to a maximum of 1.72414 shares per contract, depending on the Company's common stock at such time. In lieu of paying the present value of the remaining principal and interest payments due to the holders in cash, the TEU exchange provided 115,433 shares over the 1,252,675 shares that would have been received at maturity, assuming the Company's stock price remains above \$17.75 per share.

During the fiscal year ended September 30, 2012, we exchanged 2.8 million shares of our common stock for 2.8 million of our 2010 TEUs (94% of the original issuance). The remaining 2010 TEUs were exchanged for 156,975 shares of common stock in August 2013. In March 2012, we also exchanged 2.2 million shares of our common stock for \$48.1 million of our Mandatory Convertible Subordinated Notes. The remaining \$9.4 million of Mandatory Convertible Subordinated Notes were converted to 408,790 shares of common stock in January 2013.

On July 16, 2012, we concurrently closed on our underwritten public offerings of 4.4 million shares of Beazer common stock and 4.6 million 7.5% tangible equity units (TEUs) and received net proceeds of \$171.4 million from these two offerings, after underwriting discounts, commissions and transaction expenses. Each TEU is comprised of a prepaid stock purchase contract and a senior amortizing note due July 15, 2015 (see Note 7 for discussion of the amortizing notes) which are legally separable and detachable.

*Common Stock Repurchases.* During fiscal 2014, 2013 and 2012, we did not repurchase any shares in the open market. Any future stock repurchases as allowed by our debt covenants must be approved by the Company's Board of Directors or its Finance Committee.

During fiscal 2014, 2013 and 2012, 23,602, 6,147 and 9,156 shares, respectively, were surrendered to us by employees in payment of minimum tax obligations upon the vesting of restricted stock and restricted stock units under our stock incentive plans. We valued the stock at the market price on the date of surrender, for an aggregate value of approximately \$450,000 in fiscal 2014, \$121,000 in fiscal 2013 and \$126,000 in fiscal 2012.

*Dividends.* The indentures under which our senior notes were issued contain certain restrictive covenants, including limitations on payment of dividends. At September 30, 2014, under the most restrictive covenants of each indenture, none of our retained earnings was available for cash dividends. Hence, there were no dividends paid in fiscal 2014, 2013 and 2012.

*Section 382 Rights Agreement.* In February 2011, the Company's stockholders approved an amendment to the Company's Certificate of Incorporation creating a protective amendment (the "Protective Amendment") designed to preserve the value of certain tax assets associated with net operating loss carryforwards under Section 382 of the Internal Revenue Code of 1986 and approved a Section 382 Rights Agreement adopted by our Board of Directors. These instruments were intended to act as deterrents to any person or group, together with its affiliates and associates, being or becoming the beneficial owner of 4.95% or more of the Company's common stock and were scheduled to expire on November 12, 2013. In February 2013, the Company's stockholders approved an extension of the Protective Amendment through November 12, 2016 and approved a new Section 382 Rights Agreement adopted by our Board of Directors which will become effective upon the expiration of the prior agreement.

### **(13) Retirement Plan and Incentive Awards**

**401(k) Retirement Plan.** We sponsor a 401(k) plan (the Plan). Substantially all employees are eligible for participation in the Plan after completing one calendar month of service with us. Participants may defer and contribute to the Plan from 1% to 80% of their salary with certain limitations on highly compensated individuals. We match 50% of the first 6% of the participant's contributions. The participant's contributions vest 100% immediately, while our contributions vest over five years. Our total contributions for the fiscal years ended September 30, 2014, 2013 and 2012 were approximately \$2.0 million, \$1.1 million and \$1.3 million, respectively. During fiscal 2014, 2013 and 2012, participants forfeited \$0.4 million, \$0.5 million and \$0.3 million, respectively, of unvested matching contributions.

**Deferred Compensation Plan.** During fiscal 2002, we adopted the Beazer Homes USA, Inc. Deferred Compensation Plan (the DCP Plan). The DCP Plan is a non-qualified deferred compensation plan for a select group of executives and highly compensated employees. The DCP Plan allows the executives to defer current compensation on a pre-tax basis to a future year, up until termination of employment. The objectives of the DCP Plan are to assist executives with financial planning and capital accumulation and to provide the Company with a method of attracting, rewarding, and retaining executives. Participation in the DCP Plan is voluntary. Beazer Homes may voluntarily make a contribution to the participants' DCP accounts. Deferred compensation assets of \$0.5 million and \$0.7 million and deferred compensation liabilities of \$2.5 million and \$2.3 million as of September 30, 2014, and 2013, respectively, are included in other assets and other liabilities on the accompanying Consolidated Balance Sheets and are recorded at fair value. For the years ended September 30, 2014, 2013 and 2012, Beazer Homes contributed approximately \$212,000, \$215,000 and \$205,000, respectively, to the DCP Plan.

**Equity Incentive Plans.** During fiscal 2014, we adopted, and our stockholders approved, the 2014 Beazer Homes USA, Inc. Long-Term Incentive Plan (the 2014 Plan). At September 30, 2014, we had reserved approximately 2.3 million shares of common stock for issuance under our various equity incentive plans, of which approximately 1.6 million shares are available for future grants.

**Stock Option and SSAR Awards.** We have issued various stock option and SSAR awards to officers and key employees under both the 2010 Plan and the 1999 Plan. Stock options have an exercise price equal to the fair market value of the common stock on the grant date, vest three years after the date of grant and may be exercised thereafter until their expiration, subject to forfeiture upon termination of employment as provided in the applicable plan. Under certain conditions of retirement, eligible participants may receive a partial vesting of stock options. Stock options generally expire on the seventh or eighth anniversary from the date such options were granted. SSARs generally vest three years after the date of grant, have an exercise price equal to the fair market value of the common stock on the date of grant and are subject to forfeiture upon termination of employment as provided in the applicable plan. Under certain conditions of retirement, eligible participants may receive a partial vesting of SSARs. For the fiscal years ended September 30, 2014, 2013 and 2012, non-cash stock-based compensation expense for stock options and SSARs, included in G&A expenses, was \$0.8 million, \$0.9 million and \$1.5 million, respectively.

The fair value of each grant is estimated on the date of grant using the Black-Scholes option-pricing model. We used the following weighted-average assumptions for options granted::

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Expected life of options	<b>5.1 years</b>	5.0 years	5.0 years
Expected volatility	<b>45.99 %</b>	46.15 %	44.77 %
Expected discrete dividends	—	—	—
Weighted average risk-free interest rate	<b>1.42 %</b>	0.63 %	0.90 %
Weighted average fair value	<b>\$ 7.97</b>	\$ 5.48	\$ 4.30

We considered historic returns of our stock and the implied volatility of our publicly-traded options in determining expected volatility. We assumed no dividends would be paid since our Board of Directors has suspended payment of dividends indefinitely and payment of dividends is restricted under our Senior Note covenants. The risk-free interest rate is based on the term structure of interest rates at the time of the option grant and we have relied upon a combination of the observed exercise behavior of our prior grants with similar characteristics, the vesting schedule of the current grants, and an index of peer companies with similar grant characteristics to determine the expected life of the options.

The intrinsic value of a stock option/SSAR is the amount by which the market value of the underlying stock exceeds the exercise price of the option/SSAR. At September 30, 2014, our SSARs/stock options outstanding had an intrinsic value of \$1.2 million. The intrinsic value of SSARs/stock options vested and expected to vest in the future was \$1.2 million. The SSARs/stock options vested and expected to vest in the future had a weighted average expected life of 2.6 years. The aggregate intrinsic value of exercisable SSARs/stock options as of September 30, 2014 was approximately \$0.6 million.

The following table summarizes stock options and SSARs outstanding as of September 30 and activity during the fiscal years ended September 30:

	<u>2014</u>		<u>2013</u>		<u>2012</u>	
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding at beginning of period	<b>560,784</b>	<b>\$ 33.01</b>	429,973	\$ 48.80	375,248	\$ 48.85
Granted	<b>161,010</b>	<b>19.11</b>	160,651	13.56	109,507	10.80
Exercised	<b>(2,788)</b>	<b>14.29</b>	(681)	10.80	—	—
Expired	<b>(55,811)</b>	<b>170.32</b>	(22,914)	47.65	(10,948)	82.51
Forfeited	<b>(12,972)</b>	<b>19.85</b>	(6,245)	17.93	(43,834)	24.13
Outstanding at end of period	<b>650,223</b>	<b>\$ 18.12</b>	560,784	\$ 33.01	429,973	\$ 48.80
Exercisable at end of period	<b>355,703</b>	<b>\$ 19.74</b>	310,120	\$ 48.73	247,588	\$ 58.61
Vested or expected to vest in the future	<b>649,773</b>	<b>\$ 18.12</b>	558,519	\$ 33.09	428,597	\$ 40.88

The following table summarizes information about stock options and SSARs outstanding and exercisable at September 30, 2014:

<u>Range of Exercise Price</u>	<u>Stock Options/SSARs Outstanding</u>			<u>Stock Options/SSARs Exercisable</u>		
	<u>Number Outstanding</u>	<u>Weighted Average Contractual Remaining Life (Years)</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable</u>	<u>Weighted Average Contractual Remaining Life (Years)</u>	<u>Weighted Average Exercise Price</u>
\$1 - \$15	255,747	5.71	\$ 12.28	120,644	5.54	\$ 11.85
\$16 - \$20	250,826	5.23	19.30	92,224	1.99	19.61
\$21-\$75	143,660	2.85	26.48	142,835	2.83	26.44
\$1-\$75	<b>650,233</b>	<b>2.88</b>	<b>\$ 18.12</b>	<b>355,703</b>	<b>3.02</b>	<b>\$ 19.74</b>

**Nonvested Stock Awards:** During the fiscal year ended September 30, 2014, we issued 28,690 shares of performance-based restricted stock (Performance Shares) to our executive officers and certain corporate employees. Each Performance Share represents a contingent right to receive one share of the Company's common stock if vesting is satisfied at the end of the three-year

performance period. The number of shares that will vest at the end of the three-year performance period will depend upon the level to which the following two performance criteria are achieved 1) Beazer's total shareholder return (TSR) relative to a group of peer companies and 2) the compound annual growth rate (CAGR) during the three-year performance period of Beazer common stock. The target number of Performance Shares that vest may be increased by up to 50% based on the level of achievement of the above criteria as defined in the award agreement. Payment for Performance Shares in excess of the target number (28,690) will be settled in cash. Any portion of the Performance Shares that do not vest at the end of the period will be forfeited. The grants of the performance-based, nonvested stock were valued using the Monte Carlo valuation method and had an estimated fair value of \$15.90 per share, a portion of which is attributable to the potential cash-settled liability aspect of the grant which is included in Other Liabilities.

A Monte Carlo simulation model requires the following inputs: 1) expected dividend yield on the underlying stock, 2) expected price volatility of the underlying stock, 3) risk-free interest rate for the period corresponding with the expected term of the award and 4) fair value of the underlying stock. For the Company and each member of the peer group, the following inputs were used, as applicable, in the Monte Carlo simulation model to determine the fair value as of the grant date for the Performance Shares: 0% dividend yield for the Company, expected price volatility ranging from 35.0% to 59.1% and a risk-free interest rate of 0.66%. The methodology used to determine these assumptions is similar to that for the Black-Scholes Model used for stock option grants discussed above; however the expected term is determined by the model in the Monte Carlo simulation.

Activity relating to nonvested stock awards, including the Performance Shares for the fiscal years ended September 30, 2014, 2013 and 2012 is as follows:

	<u>Year Ended September 30, 2014</u>		<u>Year Ended September 30, 2013</u>		<u>Year Ended September 30, 2012</u>	
	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Beginning of period	<b>280,416</b>	<b>\$ 12.32</b>	323,335	\$ 19.61	288,079	\$ 33.85
Granted	<b>595,567</b>	<b>18.68</b>	99,413	10.95	179,913	7.19
Vested	<b>(113,320)</b>	<b>22.55</b>	(126,124)	27.59	(88,497)	34.20
Forfeited	<b>(16,096)</b>	<b>15.93</b>	(16,208)	30.57	(56,160)	29.97
End of period	<b>746,567</b>	<b>\$ 15.76</b>	280,416	\$ 12.32	323,335	\$ 19.61

Compensation cost arising from nonvested stock awards granted to employees is recognized as an expense using the straight-line method over the vesting period. As of September 30, 2014 and September 30, 2013, there was \$10.0 million and \$1.0 million, respectively, of total unrecognized compensation cost related to nonvested stock awards included in paid-in capital. The cost remaining at September 30, 2014 is expected to be recognized over a weighted average period of 3.6 years.

Compensation expense for the nonvested restricted stock awards totaled \$1.8 million, \$2.0 million and \$2.6 million for the fiscal years ended September 30, 2014, 2013 and 2012, respectively.

#### **(14) Segment Information**

We have three homebuilding segments operating in 16 states. Beginning in the second quarter of fiscal 2011, through May 2, 2012, we operated our Pre-Owned business in Arizona and Nevada. The results below include operating results of our Pre-Owned segment through May 2, 2012. Effective May 3, 2012, we contributed our Pre-Owned business for an investment in an unconsolidated entity (see Note 3 for additional information). Revenues in our homebuilding segments are derived from the sale of homes which we construct and from land and lot sales. Revenues from our Pre-Owned segment were derived from the rental of previously owned homes purchased and improved by the Company. Our reportable segments have been determined on a basis that is used internally by management for evaluating segment performance and resource allocations. The reportable homebuilding segments and all other homebuilding operations, not required to be reported separately, include operations conducting business in the following states:

*West:* Arizona, California, Nevada and Texas

*East:* Delaware, Indiana, Maryland, New Jersey, New York, Pennsylvania, Tennessee (Nashville) and Virginia

*Southeast:* Florida, Georgia, North Carolina (Raleigh) and South Carolina

Management's evaluation of segment performance is based on segment operating income. Operating income for our homebuilding segments is defined as homebuilding, land sale and other revenues less home construction, land development and land sales expense, commission expense, depreciation and amortization and certain general and administrative expenses which are incurred by or allocated to our homebuilding segments. Operating income for our Pre-Owned segment was defined as rental revenues less home

repairs and operating expenses, home sales expense, depreciation and amortization and certain general and administrative expenses which are incurred by or allocated to the segment. The accounting policies of our segments are those described in Note 1 above.

(In thousands)	<b>Fiscal Year Ended September 30,</b>		
	<b>2014</b>	2013	2012
<b>Revenue</b>			
West	<b>\$ 556,741</b>	\$ 547,636	\$ 391,648
East	<b>552,082</b>	483,685	402,466
Southeast	<b>354,944</b>	256,256	210,449
Pre-Owned	—	—	1,114
Continuing Operations	<b><u>\$ 1,463,767</u></b>	<b><u>\$ 1,287,577</u></b>	<b><u>\$ 1,005,677</u></b>

(In thousands)	<b>Fiscal Year Ended September 30,</b>		
	<b>2014</b>	2013	2012
<b>Operating income (loss)</b>			
West	<b>\$ 65,442</b>	\$ 59,084	\$ 15,147
East	<b>48,127</b>	40,670	9,152
Southeast	<b>31,854</b>	23,030	14,815
Pre-Owned	—	—	(229)
Segment total	<b><u>145,423</u></b>	<u>122,784</u>	<u>38,885</u>
Corporate and unallocated (a)	<b><u>(89,734)</u></b>	<u>(95,523)</u>	<u>(100,943)</u>
Total operating income (loss)	<b><u>\$ 55,689</u></b>	<b><u>\$ 27,261</u></b>	<b><u>\$ (62,058)</u></b>

(In thousands)	<b>Fiscal Year Ended September 30,</b>		
	<b>2014</b>	2013	2012
<b>Depreciation and amortization</b>			
West	<b>\$ 5,722</b>	\$ 5,305	\$ 4,980
East	<b>3,447</b>	3,479	3,536
Southeast	<b>2,075</b>	1,683	1,710
Pre-Owned	—	—	330
Segment total	<b><u>11,244</u></b>	<u>10,467</u>	<u>10,556</u>
Corporate and unallocated (a)	<b><u>2,035</u></b>	<u>2,317</u>	<u>2,954</u>
Continuing Operations	<b><u>\$ 13,279</u></b>	<b><u>\$ 12,784</u></b>	<b><u>\$ 13,510</u></b>

(In thousands)	<b>Fiscal Year Ended September 30,</b>		
	<b>2014</b>	2013	2012
<b>Capital Expenditures</b>			
West	<b>\$ 6,660</b>	\$ 4,835	\$ 3,031
East	<b>3,050</b>	1,915	3,532
Southeast	<b>2,979</b>	1,311	1,814
Pre-Owned (b)	—	—	7,933
Corporate and unallocated	<b><u>1,864</u></b>	<u>2,700</u>	<u>1,053</u>
Consolidated total	<b><u>\$ 14,553</u></b>	<b><u>\$ 10,761</u></b>	<b><u>\$ 17,363</u></b>

(In thousands)	<u>September 30, 2014</u>	<u>September 30, 2013</u>
<b>Assets</b>		
West	\$ 756,575	\$ 680,346
East	433,032	369,937
Southeast	299,215	228,814
Corporate and unallocated (c)	577,398	707,692
Consolidated total	<u>\$ 2,066,220</u>	<u>\$ 1,986,789</u>

- (a) Corporate and unallocated includes amortization of capitalized interest and numerous shared services functions that benefit all segments, the costs of which are not allocated to the operating segments reported above including information technology, treasury, corporate finance, legal, branding and other national marketing costs. For the fiscal year ended September 30, 2012, corporate and unallocated also includes an \$11 million recovery related to old water intrusion warranty and related legal expenditures.
- (b) Capital expenditures represent the purchase of previously owned homes through May 2, 2012.
- (c) Primarily consists of cash and cash equivalents, consolidated inventory not owned, deferred taxes, capitalized interest and other items that are not allocated to the segments.

### **(15) Supplemental Guarantor Information**

As discussed in Note 7, our obligations to pay principal, premium, if any, and interest under certain debt are guaranteed on a joint and several basis by substantially all of our subsidiaries. Certain of our immaterial subsidiaries do not guarantee our Senior Notes or our Secured Revolving Credit Facility. The guarantees are full and unconditional and the guarantor subsidiaries are 100% owned by Beazer Homes USA, Inc.

**Beazer Homes USA, Inc.**  
**Consolidating Balance Sheet Information**  
**September 30, 2014**

(In thousands)

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<b>ASSETS</b>					
Cash and cash equivalents	\$ 301,980	\$ 22,034	\$ 1,614	\$ (1,474)	\$ 324,154
Restricted cash	61,945	996	—	—	62,941
Accounts receivable (net of allowance of \$1,245)	—	34,428	1	—	34,429
Income tax receivable	46	—	—	—	46
Owned inventory	—	1,557,496	—	—	1,557,496
Consolidated inventory not owned	—	3,857	—	—	3,857
Investments in marketable securities and unconsolidated entities	773	37,568	—	—	38,341
Deferred tax assets, net	2,823	—	—	—	2,823
Property, plant and equipment, net	—	18,673	—	—	18,673
Investments in subsidiaries	253,540	—	—	(253,540)	—
Intercompany	1,195,349	—	2,405	(1,197,754)	—
Other assets	17,226	6,144	90	—	23,460
Total assets	<u>\$ 1,833,682</u>	<u>\$ 1,681,196</u>	<u>\$ 4,110</u>	<u>\$ (1,452,768)</u>	<u>\$ 2,066,220</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Trade accounts payable	\$ —	\$ 106,237	\$ —	\$ —	\$ 106,237
Other liabilities	38,871	102,833	812	—	142,516
Intercompany	2,405	1,196,823	—	\$ (1,199,228)	—
Obligations related to land not owned under option agreements	—	2,916	—	—	2,916
Total debt (net of discounts of \$4,399)	1,513,288	22,145	—	—	1,535,433
Total liabilities	<u>1,554,564</u>	<u>1,430,954</u>	<u>812</u>	<u>\$ (1,199,228)</u>	<u>1,787,102</u>
Stockholders' equity	<u>279,118</u>	<u>250,242</u>	<u>3,298</u>	<u>(253,540)</u>	<u>279,118</u>
Total liabilities and stockholders' equity	<u>\$ 1,833,682</u>	<u>\$ 1,681,196</u>	<u>\$ 4,110</u>	<u>\$ (1,452,768)</u>	<u>\$ 2,066,220</u>

**Beazer Homes USA, Inc.**  
**Consolidating Balance Sheet Information**  
**September 30, 2013**

(In thousands)

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<b>ASSETS</b>					
Cash and cash equivalents	\$ 499,341	\$ 6,324	\$ 1,637	\$ (2,843)	\$ 504,459
Restricted cash	47,873	1,105	—	—	48,978
Accounts receivable (net of allowance of \$1,651)	—	22,339	3	—	22,342
Income tax receivable	2,813	—	—	—	2,813
Owned inventory	—	1,304,694	—	—	1,304,694
Consolidated inventory not owned	—	9,124	—	—	9,124
Investments in marketable securities and unconsolidated entities	773	44,224	—	—	44,997
Deferred tax assets, net	5,253	—	—	—	5,253
Property, plant and equipment, net	—	17,000	—	—	17,000
Investments in subsidiaries	123,600	—	—	(123,600)	—
Intercompany	1,088,949	—	2,747	(1,091,696)	—
Other assets	19,602	7,147	380	—	27,129
Total assets	<u>\$ 1,788,204</u>	<u>\$ 1,411,957</u>	<u>\$ 4,767</u>	<u>\$ (1,218,139)</u>	<u>\$ 1,986,789</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Trade accounts payable	\$ —	\$ 83,800	\$ —	\$ —	\$ 83,800
Other liabilities	52,009	92,384	1,230	—	145,623
Intercompany	2,747	1,091,792	—	(1,094,539)	—
Obligations related to land not owned under option agreements	—	4,633	—	—	4,633
Total debt (net of discounts of \$5,160)	1,492,898	19,285	—	—	1,512,183
Total liabilities	<u>1,547,654</u>	<u>1,291,894</u>	<u>1,230</u>	<u>(1,094,539)</u>	<u>1,746,239</u>
Stockholders' equity	240,550	120,063	3,537	(123,600)	240,550
Total liabilities and stockholders' equity	<u>\$ 1,788,204</u>	<u>\$ 1,411,957</u>	<u>\$ 4,767</u>	<u>\$ (1,218,139)</u>	<u>\$ 1,986,789</u>

**Beazer Homes USA, Inc.**  
**Consolidating Statement of Operations Information**  
(In thousands)

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<b><i>Fiscal Year Ended September 30, 2014</i></b>					
Total revenue	\$ —	\$ 1,463,767	\$ 379	\$ (379)	\$ 1,463,767
Home construction and land sales expenses	39,255	1,153,125	—	(379)	1,192,001
Inventory impairments and option contract abandonments	245	8,062	—	—	8,307
Gross (loss) profit	(39,500)	302,580	379	—	263,459
Commissions	—	58,028	—	—	58,028
General and administrative expenses	—	136,349	114	—	136,463
Depreciation and amortization	—	13,279	—	—	13,279
Operating (loss) income	(39,500)	94,924	265	—	55,689
Equity in income of unconsolidated entities	—	6,545	—	—	6,545
Loss on extinguishment of debt	(19,917)	—	—	—	(19,917)
Other (expense) income, net	(50,786)	1,600	(5)	—	(49,191)
(Loss) income before income taxes	(110,203)	103,069	260	—	(6,874)
(Benefit from) provision for income taxes	(14,247)	(27,642)	92	—	(41,797)
Equity in income of subsidiaries	130,879	—	—	(130,879)	—
Income (loss) from continuing operations	34,923	130,711	168	(130,879)	34,923
Loss from discontinued operations	—	(532)	(8)	—	(540)
Equity in loss of subsidiaries	(540)	—	—	540	—
Net income (loss)	\$ 34,383	\$ 130,179	\$ 160	\$ (130,339)	\$ 34,383
Unrealized loss related to available-for-sale securities	\$ (1,276)	\$ —	\$ —	\$ —	\$ (1,276)
Comprehensive income (loss)	\$ 33,107	\$ 130,179	\$ 160	\$ (130,339)	\$ 33,107

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<b><i>Fiscal Year Ended September 30, 2013</i></b>					
Total revenue	\$ —	\$ 1,287,577	\$ 736	\$ (736)	\$ 1,287,577
Home construction and land sales expenses	41,246	1,030,304	—	(736)	1,070,814
Inventory impairments and option contract abandonments	—	2,633	—	—	2,633
Gross (loss) profit	(41,246)	254,640	736	—	214,130
Commissions	—	52,922	—	—	52,922
General and administrative expenses	—	121,035	128	—	121,163
Depreciation and amortization	—	12,784	—	—	12,784
Operating (loss) income	(41,246)	67,899	608	—	27,261
Equity in loss of unconsolidated entities	—	(113)	—	—	(113)
Loss on extinguishment of debt	(4,636)	—	—	—	(4,636)
Other (expense) income, net	(59,458)	1,278	15	—	(58,165)
(Loss) income before income taxes	(105,340)	69,064	623	—	(35,653)
(Benefit from) provision for income taxes	(10,765)	7,058	218	—	(3,489)
Equity in income of subsidiaries	62,411	—	—	(62,411)	—
(Loss) income from continuing operations	(32,164)	62,006	405	(62,411)	(32,164)
(Loss) income from discontinued operations	—	(1,736)	32	—	(1,704)
Equity in loss of subsidiaries	(1,704)	—	—	1,704	—
Net (loss) income	\$ (33,868)	\$ 60,270	\$ 437	\$ (60,707)	\$ (33,868)
Comprehensive (loss) income	\$ (33,868)	\$ 60,270	\$ 437	\$ (60,707)	\$ (33,868)

**Beazer Homes USA, Inc.**  
**Consolidating Statement of Operations Information**  
(In thousands)

	<b>Beazer Homes USA, Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Consolidated Beazer Homes USA, Inc.</b>
<i>Fiscal Year Ended September 30, 2012</i>					
Total revenue	\$ —	\$ 1,005,677	\$ 941	\$ (941)	\$ 1,005,677
Home construction and land sales expenses	60,952	828,368	—	(941)	888,379
Inventory impairments and option contract abandonments	275	11,935	—	—	12,210
Gross (loss) profit	(61,227)	165,374	941	—	105,088
Commissions	—	43,585	—	—	43,585
General and administrative expenses	—	109,937	114	—	110,051
Depreciation and amortization	—	13,510	—	—	13,510
Operating (loss) income	(61,227)	(1,658)	827	—	(62,058)
Equity in income of unconsolidated entities	—	304	—	—	304
Loss on extinguishment of debt	(45,097)	—	—	—	(45,097)
Other (expense) income, net	(71,474)	2,328	27	—	(69,119)
(Loss) income before income taxes	(177,798)	974	854	—	(175,970)
(Benefit from) provision for income taxes	(68,026)	27,380	299	—	(40,347)
Equity in loss of subsidiaries	(25,851)	—	—	25,851	—
(Loss) income from continuing operations	(135,623)	(26,406)	555	25,851	(135,623)
Loss from discontinued operations	—	(9,695)	(8)	—	(9,703)
Equity in loss of subsidiaries	(9,703)	—	—	9,703	—
Net (loss) income	\$ (145,326)	\$ (36,101)	\$ 547	\$ 35,554	\$ (145,326)
Comprehensive (loss) income	\$ (145,326)	\$ (36,101)	\$ 547	\$ 35,554	\$ (145,326)

**Beazer Homes USA, Inc.**  
**Consolidating Statements of Cash Flow Information**  
(In thousands)

	<u>Beazer Homes USA, Inc.</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Consolidating Adjustments</u>	<u>Consolidated Beazer Homes USA, Inc.</u>
<i>Fiscal Year Ended September 30, 2014</i>					
Net cash (used in) provided by operating activities	\$ (119,074)	\$ (41,429)	\$ 34	\$ —	\$ (160,469)
Cash flows from investing activities:					
Capital expenditures	—	(14,553)	—	—	(14,553)
Investments in unconsolidated entities	—	(5,218)	—	—	(5,218)
Return of capital from unconsolidated entities	—	1,703	—	—	1,703
Increases in restricted cash	(14,111)	(1,497)	—	—	(15,608)
Decreases in restricted cash	39	1,606	—	—	1,645
Advances to/from subsidiaries	(78,951)	—	—	78,951	—
Net cash used in investing activities	<u>(93,023)</u>	<u>(17,959)</u>	<u>—</u>	<u>78,951</u>	<u>(32,031)</u>
Cash flows from financing activities:					
Repayment of debt	(305,061)	(2,541)	—	—	(307,602)
Proceeds from issuance of new debt	325,000	—	—	—	325,000
Debt issuance costs	(5,490)	—	—	—	(5,490)
Payments for other financing activities	287	—	—	—	287
Advances to/from parent	—	77,639	(57)	(77,582)	—
Net cash (used in) provided by financing activities	<u>14,736</u>	<u>75,098</u>	<u>(57)</u>	<u>(77,582)</u>	<u>12,195</u>
Decrease (increase) in cash and cash equivalents	(197,361)	15,710	(23)	1,369	(180,305)
Cash and cash equivalents at beginning of period	499,341	6,324	1,637	(2,843)	504,459
Cash and cash equivalents at end of period	<u>\$ 301,980</u>	<u>\$ 22,034</u>	<u>\$ 1,614</u>	<u>\$ (1,474)</u>	<u>\$ 324,154</u>

**Beazer Homes USA, Inc.**  
**Consolidating Statements of Cash Flow Information**  
(In thousands)

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<b><i>Fiscal Year Ended September 30, 2013</i></b>					
Net cash (used in) provided by operating activities	\$ (89,306)	\$ (86,300)	\$ 964	\$ —	\$ (174,642)
Cash flows from investing activities:					
Capital expenditures	—	(10,761)	—	—	(10,761)
Investments in unconsolidated entities	—	(3,879)	—	—	(3,879)
Return of capital from unconsolidated entities	—	510	—	—	510
Increases in restricted cash	(3,460)	(1,330)	—	—	(4,790)
Decreases in restricted cash	208,487	585	—	—	209,072
Net cash provided by (used in) investing activities	205,027	(14,875)	—	—	190,152
Cash flows from financing activities:					
Repayment of debt	(184,250)	(473)	—	—	(184,723)
Proceeds from issuance of new debt	397,082	—	—	—	397,082
Repayment of cash secured loans	(205,000)	—	—	—	(205,000)
Debt issuance costs	(5,548)	—	—	—	(5,548)
Settlement of unconsolidated entity debt obligations	—	(500)	—	—	(500)
Payments for other financing activities	(157)	—	—	—	(157)
Advances to/from subsidiaries	(99,901)	100,257	27	(383)	—
Net cash (used in) provided by financing activities	(97,774)	99,284	27	(383)	1,154
Increase (decrease) in cash and cash equivalents	17,947	(1,891)	991	(383)	16,664
Cash and cash equivalents at beginning of period	481,394	8,215	646	(2,460)	487,795
Cash and cash equivalents at end of period	\$ 499,341	\$ 6,324	\$ 1,637	\$ (2,843)	\$ 504,459
<b><i>Fiscal Year Ended September 30, 2012</i></b>					
Net cash (used in) provided by operating activities	\$ (110,429)	\$ 88,806	\$ 778	\$ —	\$ (20,845)
Cash flows from investing activities:					
Capital expenditures	—	(17,363)	—	—	(17,363)
Investments in unconsolidated entities	—	(2,407)	—	—	(2,407)
Return of capital from unconsolidated entities	—	610	—	—	610
Increases in restricted cash	(2,100)	(1,160)	—	—	(3,260)
Decreases in restricted cash	25,919	1,139	—	—	27,058
Net cash provided by (used in) investing activities	23,819	(19,181)	—	—	4,638
Cash flows from financing activities:					
Repayment of debt	(289,063)	(1,324)	—	—	(290,387)
Proceeds from issuance of new debt	300,000	—	—	—	300,000
Repayment of cash secured loans	(20,000)	—	—	—	(20,000)
Debt issuance costs	(10,845)	—	—	—	(10,845)
Proceeds from issuance of common stock	60,340	—	—	—	60,340
Proceeds from issuance of TEU prepaid stock purchase contracts, net	88,361	—	—	—	88,361
Proceeds from issuance of TEU amortizing notes	23,500	—	—	—	23,500
Settlement of unconsolidated entity debt obligations	(15,862)	—	—	—	(15,862)
Payments for other financing activities	(1,508)	—	—	—	(1,508)
Dividends paid	2,300	—	(2,300)	—	—
Advances to/from subsidiaries	70,058	(70,574)	1,750	(1,234)	—
Net cash provided by (used in) financing activities	207,281	(71,898)	(550)	(1,234)	133,599
Increase (decrease) in cash and cash equivalents	120,671	(2,273)	228	(1,234)	117,392
Cash and cash equivalents at beginning of period	360,723	10,488	418	(1,226)	370,403
Cash and cash equivalents at end of period	\$ 481,394	\$ 8,215	\$ 646	\$ (2,460)	\$ 487,795

## (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.

We have separately classified the results of operations of our discontinued operations in the accompanying consolidated statements of operations for all periods presented. There were no material assets or liabilities related to our discontinued operations as of September 30, 2014 or September 30, 2013. Discontinued operations were not segregated in the consolidated statements of cash flows. Therefore, amounts for certain captions in the consolidated statements of cash flows will not agree with the respective data in the consolidated statements of operations. The results of our discontinued operations in the consolidated statements of operations for the fiscal years ended September 30, 2014, 2013 and 2012 were as follows:

(In thousands)	Fiscal Year Ended September 30,		
	2014	2013	2012
Total revenue	\$ 3,864	\$ 288	\$ 6,029
Home construction and land sales expenses	4,768	(319)	6,057
Inventory impairments and lot option abandonments	—	17	579
Gross (loss) profit	(904)	590	(607)
Commissions	—	—	217
General and administrative expenses (a)	(351)	2,566	9,206
Depreciation and amortization	—	—	35
Operating loss	(553)	(1,976)	(10,065)
Other income (loss), net	8	77	(38)
Loss from discontinued operations before income taxes	(545)	(1,899)	(10,103)
Benefit from income taxes	(5)	(195)	(400)
Loss from discontinued operations, net of tax	\$ (540)	\$ (1,704)	\$ (9,703)

- (a) General and administrative expenses for the fiscal year ended September 30, 2012 primarily includes expense for the wind-down of our NW Florida operations, legal fees and potential liability related to outstanding litigation and other matters in Denver, Colorado and legal fees and other expenses related to BMC's settlement agreements related to our prior mortgage operations.

**(17) Selected Quarterly Financial Data (Unaudited)**

Summarized quarterly financial information:

(In thousands, except per share data)

Fiscal 2014	Quarter Ended			
	December 31	March 31	June 30	September 30
<b>Total revenue</b>	\$ 293,170	\$ 270,021	\$ 354,671	\$ 545,905
<b>Gross profit (a)</b>	54,670	52,172	68,804	87,813
<b>Operating income</b>	11,532	5,617	15,088	23,452
<b>Net (loss) income from continuing operations (b)</b>	(3,948)	(8,224)	(13,193)	60,288
<b>Basic EPS from continuing operations</b>	\$ (0.16)	\$ (0.32)	\$ (0.50)	\$ 2.28
<b>Diluted EPS from continuing operations</b>	\$ (0.16)	\$ (0.32)	\$ (0.50)	\$ 1.90
<b>Fiscal 2013</b>				
Total revenue	\$ 246,902	\$ 287,902	\$ 314,439	\$ 438,334
Gross profit (a)	36,084	43,885	54,115	80,046
Operating loss (income)	(3,601)	311	8,472	22,079
Net (loss) income from continuing operations (b)	(18,939)	(19,111)	(5,442)	11,328
Basic EPS from continuing operations	\$ (0.78)	\$ (0.78)	\$ (0.22)	\$ 0.46
Diluted EPS from continuing operations	\$ (0.78)	\$ (0.78)	\$ (0.22)	\$ 0.36

(a) Gross profit in fiscal 2014 and 2013 includes inventory impairment and option contract abandonments as follows:

(In thousands)	Fiscal 2014	Fiscal 2013
1st Quarter	\$ 31	\$ 204
2nd Quarter	880	2,025
3rd Quarter	2,010	—
4th Quarter	5,386	404
	<u>\$ 8,307</u>	<u>\$ 2,633</u>

(b) Net (loss) income from continuing operations in fiscal 2014 and 2013 includes loss on extinguishment of debt (as follows).

(In thousands)	Fiscal 2014	Fiscal 2013
1st Quarter	\$ —	\$ —
2nd Quarter	(153)	(3,638)
3rd Quarter	(19,764)	—
4th Quarter	—	(998)
	<u>\$ (19,917)</u>	<u>\$ (4,636)</u>

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Beazer Homes USA, Inc.  
Atlanta, Georgia

We have audited the accompanying consolidated balance sheets of Beazer Homes USA, Inc. and subsidiaries (the “Company”) as of September 30, 2014 and 2013, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Beazer Homes USA, Inc. and subsidiaries at September 30, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2014, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of September 30, 2014, based on the criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 12, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Atlanta, Georgia  
November 12, 2014

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Beazer Homes USA, Inc.  
Atlanta, Georgia

We have audited the internal control over financial reporting of Beazer Homes USA, Inc. and subsidiaries (the "Company") as of September 30, 2014, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2014, based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Beazer Homes USA, Inc. and subsidiaries as of September 30, 2014 and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for the year ended September 30, 2014 and our report dated November 12, 2014 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Atlanta, Georgia  
November 12, 2014

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

### Item 9A. Controls and Procedures

#### Disclosure Controls and Procedures

As of the end of the period covered by this report, an evaluation was performed 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. Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of September 30, 2014, at a reasonable assurance level.

Attached as exhibits to this Annual Report on Form 10-K 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, as such, should be read in conjunction with the certifications of the CEO and CFO.

#### Management's Report on Internal Control over Financial Reporting

Beazer Homes USA, Inc.'s management is responsible for establishing and maintaining adequate internal control over financial reporting. Pursuant to the rules and regulations of the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officer and effected by Beazer Homes USA, Inc.'s board of directors, management and other personnel, 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 and includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of September 30, 2014, utilizing the criteria described in the "Internal Control - Integrated Framework" issued in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The objective of this assessment was to determine whether the Company's internal control over financial reporting was effective as of September 30, 2014. Based on this assessment, management has determined that the Company's internal control over financial reporting was effective as of September 30, 2014. The effectiveness of our internal control over financial reporting as of September 30, 2014 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in their report, which is included in "Part II - Item 8 - Financial Statements and Supplementary Data."

#### Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during the quarter ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### Inherent Limitations over Internal Controls

Our system of controls is designed to provide reasonable, not absolute, assurance regarding the reliability and integrity of accounting and financial reporting. Management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated,

can provide only reasonable, not absolute, assurance that the objectives of the control system will be met. These inherent limitations include the following:

Judgments in decision-making can be faulty, and control and process breakdowns can occur because of simple errors or mistakes.

Controls can be circumvented by individuals, acting alone or in collusion with each other, or by management override. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures.

The design of a control system must reflect the fact that resources are constrained, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

### **Item 9B. Other Information**

On November 10, 2014, the Company executed a First Amendment to the Second Amended and Restated Credit Agreement (the "Amendment"), dated as of September 24, 2012 by and among the Company and certain subsidiaries, the lenders and Credit Suisse AG, Cayman Islands Branch, as agent. The Amendment extends the term of \$130 million of the original \$150 million of commitments under the Company's Secured Revolving Credit Facility from September 24, 2015 to September 24, 2016. The remaining \$20 million of commitments under the Secured Revolving Credit Facility will expire on September 24, 2015. The Amendment also modifies certain provisions of the debt incurrence covenant set forth in the Secured Revolving Credit Facility, including certain definitions related thereto. The foregoing description of the Amendment is a general description and is qualified in its entirety by reference to the Amendment attached to this Form 10-K as Exhibit 10.33 and incorporated by reference herein.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

Except as set forth below, the information required by this item is incorporated by reference to our proxy statement for our 2015 Annual Meeting of Stockholders, which is expected to be filed on or before January 28, 2015.

#### **Executive Officer Business Experience**

*ALLAN P. MERRILL.* Mr. Merrill, 48, joined us in May 2007 as Executive Vice President and Chief Financial Officer and currently serves as our President and Chief Executive Officer. Mr. Merrill was previously with Move, Inc. where he served as Executive Vice President of Corporate Development and Strategy beginning in October 2001. From April 2000 to October 2001, Mr. Merrill was president of Homebuilder.com, a division of Move, Inc. Mr. Merrill joined Move, Inc. following a 13-year tenure with the investment banking firm UBS (and its predecessor Dillon, Read & Co.), where he was a managing director and served most recently as co-head of the Global Resources Group, overseeing the construction and building materials, chemicals, forest products, mining and energy industry groups. Mr. Merrill is a member of the Policy Advisory Board of the Joint Center for Housing Studies at Harvard University and the Homebuilding Community Foundation. He is also a member of the Executive Committee of Leading Builders of America, which represents the largest homebuilders in the United States on a variety of public policy matters. He is a graduate of the University of Pennsylvania, Wharton School with a Bachelor of Science in Economics.

*KENNETH F. KHOURY.* Mr. Khoury, 63, joined us in January 2009 as Executive Vice President and General Counsel and currently serves as our Executive Vice President, General Counsel, and Chief Administration Officer. Mr. Khoury was previously Executive Vice President and General Counsel of Delta Air Lines from September 2006 to November 2008. Practicing law for over 30 years, Mr. Khoury's career has included both private practice and extensive in-house counsel experience. Prior to Delta Air Lines, Mr. Khoury was Senior Vice President and General Counsel of Weyerhaeuser Corporation and spent 15 years with Georgia-Pacific Corporation, where he served as Vice President and Deputy General Counsel. He also spent five years at law firm White & Case in New York. He received a Bachelor of Arts degree from Rutgers College and a Juris Doctor from Fordham University School of Law.

*ROBERT L. SALOMON.* Mr. Salomon, 54, joined us in February 2008 as Senior Vice President and Chief Accounting Officer and Controller and currently serves as our Executive Vice President, Chief Financial Officer and Chief Accounting Officer. Mr. Salomon was previously with the homebuilding company Ashton Woods Homes where he served as Chief Financial Officer and Treasurer since 1998. Previously, he served with homebuilder MDC Holdings, Inc. in financial management roles of increasing responsibility over a 6 year period. A Certified Public Accountant, Mr. Salomon has 30 years of financial management experience, 22 of which have been in the homebuilding industry. Mr. Salomon is a member of the American Institute of Certified Public Accountants and a graduate of the University of Iowa with a Bachelor of Business Administration.

**Code of Ethics**

Beazer Homes has adopted a Code of Business Conduct and Ethics for its senior financial officers, which applies to its principal financial officer and controller, other senior financial officers and Chief Executive Officer. The full text of the Code of Business Conduct and Ethics can be found on the Company's website, [www.beazer.com](http://www.beazer.com). If at any time there is an amendment or waiver of any provision of our Code of Business Conduct and Ethics that is required to be disclosed, information regarding such amendment or waiver will be published on our website.

**Item 11. Executive Compensation**

The information required by this item is incorporated by reference to our proxy statement for our 2015 Annual Meeting of Stockholders, which is expected to be filed on or before January 28, 2015.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information relating to securities authorized for issuance under equity compensation plans is set forth above in Item 5 - Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities. All of the other information required by this item is incorporated by reference to our proxy statement for our 2015 Annual Meeting of Stockholders, which is expected to be filed on or before January 28, 2015.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required by this item is incorporated by reference to our proxy statement for our 2015 Annual Meeting of Stockholders, which is expected to be filed on or before January 28, 2015.

**Item 14. Principal Accountant Fees and Services**

The information required by this item is incorporated by reference to our proxy statement for our 2015 Annual Meeting of Stockholders, which is expected to be filed on or before January 28, 2015.

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this Annual Report on Form 10-K.

(a) **1. Financial Statements**

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Consolidated Statements of Stockholders' Equity for the fiscal years ended September 30, 2014, 2013 and 2012	41
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## 2. Financial Statement Schedules

None required.

## 3. Exhibits

All exhibits were filed under File No. 001-12822, except as otherwise indicated below.

Exhibit Number	Exhibit Description
3.1	— Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Form 10-K for the year ended September 30, 2008)
3.2	— Certificate of Amendment, dated April 13, 2010, 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-Q for the quarter ended March 31, 2010)
3.3	— Certificate of Amendment, dated February 3, 2011, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on February 8, 2011)
3.4	— Certificate of Amendment, dated October 11, 2012, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on October 12, 2012)
3.5	— Certificate of Amendment, dated February 2, 2013, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on February 5, 2013)
3.6	— Certificate of Amendment, dated November 6, 2013, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on November 7, 2013)
3.7	— Fourth Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.3 of the Company's Form 10-K for the year ended September 30, 2010)
4.1	— Specimen Physical Common Stock Certificate of Beazer Homes USA, Inc. (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on October 12, 2012)
4.2	— Eighth Supplemental Indenture, dated June 6, 2006, to the Indenture dated April 17, 2002, by and among the Company, the guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 8, 2006)
4.3	— Form of Senior Note due 2016 (incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on June 8, 2006)
4.4	— Form of Junior Subordinated Indenture, dated June 15, 2006, between the Company and JPMorgan Chase Bank, National Association (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 21, 2006)
4.5	— Form of Amended and Restated Trust Agreement, dated June 15, 2006, among the Company, JPMorgan Chase Bank, National Association, Chase Bank USA, National Association, and certain individuals named therein as Administrative Trustees (incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on June 21, 2006)
4.6	— Ninth Supplemental Indenture, dated October 26, 2007, amending and supplementing the Indenture dated April 17, 2002, by and among Beazer Homes USA, Inc., the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed on October 30, 2007)
4.7	— Junior Subordinated Indenture between Beazer Homes USA, Inc. and Wilmington Trust Company, as trustee, dated as of January 15, 2010 - incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K dated January 21, 2010
4.8	— Thirteenth Supplemental Indenture, dated May 20, 2010, to the Indenture dated April 17, 2002, among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on May 20, 2010)
4.9	— Form of 9.125% Senior Note due 2018 (incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on May 20, 2010)

- 4.10 — Fourteenth Supplemental Indenture, dated November 12, 2010, to the Indenture dated April 17, 2002, among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (includes the form of 9.125% Senior Note due 2019) (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on November 18, 2010)
- 4.11 — Fifteenth Supplemental Indenture, dated July 22, 2011, to the Indenture dated April 17, 2002, between the Company and U.S. Bank National Association, as trustee, amending and supplementing the Thirteenth Supplemental Indenture, dated May 20, 2010, and the Fourteenth Supplemental Indenture, dated November 12, 2010 (incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2011)
- 4.12 — Purchase Contract Agreement, dated July 16, 2012, between Beazer Homes USA, Inc. and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on July 16, 2012)
- 4.13 — Sixteenth Supplemental Indenture, dated July 16, 2012, to the Indenture dated April 17, 2002, between Beazer Homes USA, Inc. and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.4 of the Company's Form 8-K filed on July 16, 2012)
- 4.14 — Indenture for 6.625% Senior Secured Notes due 2018, dated July 18, 2012, by and among the Company, the subsidiary guarantors party thereto, U.S. Bank National Association, as trustee, and Wilmington Trust, National Association, as Collateral Agent (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on July 19, 2012)
- 4.15 — Indenture for 7.250% Senior Secured Notes due 2023, dated February 1, 2013, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on February 5, 2013)
- 4.16 — Form of 7.250% Senior Secured Note due 2023 (incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on February 5, 2013)
- 4.17 — Indenture for 7.500% Senior Notes due 2021, dated September 30, 2013, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on October 1, 2013)
- 4.18 — Form of 7.500% Senior Note due 2021 (incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on October 1, 2013)
- 4.19 — Registration Rights Agreement for 7.500% Senior Notes due 2021, dated September 30, 2013, by and among the Company, the subsidiary guarantors party thereto and Credit Suisse Securities (USA) LLC (incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed on October 1, 2013)
- 4.20 — Section 382 Rights Agreement, dated as of November 6, 2013, and effective as of November 12, 2013, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on November 7, 2013)
- 4.21 — Seventeenth Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.2(i) to the Company's Form S-4 filed on June 10, 2014 (File No. 333-196637))
- 4.22 — Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee, related to the Company's 6.625% Senior Secured Notes due 2018 (incorporated herein by reference to Exhibit 4.5(c) to the Company's Form S-4 filed on June 10, 2014 (File No. 333-196637))
- 4.23 — Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee, related to the Company's 7.250% Senior Notes due 2023 (incorporated herein by reference to Exhibit 4.6(c) to the Company's Form S-4 filed on June 10, 2014 (File No. 333-196637))
- 4.24 — Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee, related to the Company's 7.500% Senior Notes due 2021 (incorporated herein by reference to Exhibit 4.7(c) to the Company's Form S-4 filed on June 10, 2014 (File No. 333-196637))
- 4.25 — Indenture for 5.750% Senior Notes due 2019, dated April 8, 2014, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on April 9, 2014)
- 4.26 — Form of 5.750% Senior Note due 2019 (incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on April 9, 2014)
- 4.27 — Registration Rights Agreement for 5.750% Senior Notes due 2019, dated April 8, 2014, by and among the Company, the subsidiary guarantors party thereto and Citigroup Global Markets Inc., as representative of the initial purchasers named therein (incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed on April 9, 2014)

- 10.1\* — Non-Employee Director Stock Option Plan (incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-K for the year ended September 30, 2003)
- 10.2\* — Amended and Restated 1999 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2008)
- 10.3\* — Second Amended and Restated Corporate Management Stock Purchase Program (incorporated herein by reference to Exhibit 10.5 of the Company's Form 10-K for the year ended September 30, 2007)
- 10.4\* — Director Stock Purchase Program (incorporated herein by reference to Exhibit 10.7 of the Company's Form 10-K for the year ended September 30, 2004)
- 10.5\* — Form of Stock Option and Restricted Stock Award Agreement (incorporated herein by reference to Exhibit 10.8 of the Company's Form 10-K for the year ended September 30, 2004)
- 10.6\* — Form of Stock Option Award Agreement (incorporated herein by reference to Exhibit 10.9 of the Company's Form 10-K for the year ended September 30, 2004)
- 10.7\* — Form of Amended and Restated 1999 Stock Incentive Plan Award Agreement for Performance Share Awards, dated as of February 2, 2006 (incorporated herein by reference to Exhibit 10.18 of the Company's Form 10-Q for the quarter ended March 31, 2006)
- 10.8\* — Form of Amended and Restated 1999 Stock Incentive Plan Award Agreement for Option and Restricted Stock Awards, dated as of February 2, 2006 (incorporated herein by reference to Exhibit 10.19 of the Company's Form 10-Q for the quarter ended March 31, 2006)
- 10.9\* — Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on July 1, 2008)
- 10.10\* — 2008 Beazer Homes USA, Inc. Deferred Compensation Plan, adopted effective January 1, 2008 (incorporated herein by reference to Exhibit 10.27 of the Company's Form 10-K for the fiscal year ended September 30, 2007)
- 10.11\* — Discretionary Employee Bonus Plan (incorporated herein by reference to Exhibit 10.28 of the Company's Form 10-K for the fiscal year ended September 30, 2007)
- 10.12\* — 2010 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended March 31, 2010)
- 10.13\* — Form of 2010 Equity Incentive Plan Employee Award Agreement for Option and Restricted Stock Awards (incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2010)
- 10.14\* — Form of 2010 Equity Incentive Plan Award Agreement for Option and Restricted Stock Awards (Non-Employee Directors) (incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2010)
- 10.15\* — Form of 2010 Equity Incentive Plan Award Agreement for Option and Restricted Stock Awards (Named Executive Officers) dated as of November 16, 2011 (incorporated herein by reference to Exhibit 10.1 of the Company's 8-K filed on November 22, 2011)
- 10.16\* — Form of 2010 Equity Incentive Plan Performance Cash Award Agreement (Named Executive Officers) (incorporated herein by reference to Exhibit 10.1 of the Company's 10-Q for the quarter ended December 31, 2012)
- 10.17\* — 2014 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on February 10, 2014)
- 10.18\* — Award Agreement for Restricted Stock, effective as of September 18, 2014, by and between Allan P. Merrill and the Company
- 10.19\* — Award Agreement for Restricted Stock, effective as of September 18, 2014, by and between Robert L. Salomon and the Company
- 10.20\* — Award Agreement for Restricted Stock, effective as of September 18, 2014, by and between Kenneth F. Khoury and the Company
- 10.21\* — Form of 2014 Long-Term Incentive Plan Award Agreement for Restricted Stock Awards (Named Executive Officers)
- 10.22\* — Form of 2014 Long-Term Incentive Plan Award Agreement for TSR Performance Share Awards (Named Executive Officers)
- 10.23\* — Form of 2014 Long-Term Incentive Plan Award Agreement for Pre-Tax Income Performance Share Awards (Named Executive Officers)
- 10.24\* — Form of 2014 Long-Term Incentive Plan Award Agreement for Restricted Stock Awards (Non-Employee Directors)
- 10.25\* — Employment Agreement, effective as of September 18, 2014, by and between Allan P. Merrill and the Company (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on September 22, 2014)

10.26*	—	Employment Agreement, effective as of September 18, 2014, by and between Robert L. Salomon and the Company (incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on September 22, 2014)
10.27*	—	Employment Agreement, effective as of September 18, 2014, by and between Kenneth F. Khoury and the Company (incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed on September 22, 2014)
10.28	—	Delayed-Draw Term Loan Facility, dated November 16, 2010, among Beazer Homes USA, Inc., Citibank, N.A. and Citigroup Global Markets Inc. (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on November 18, 2010)
10.29	—	Delayed-Draw Term Loan Facility, dated November 16, 2010, among Beazer Homes USA, Inc., Deutsche Bank AG Cayman Islands Branch and Deutsche Bank Securities Inc. (incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on November 18, 2010)
10.30	—	First Amendment to the Delayed-Draw Term Loan Facility, dated as of November 16, 2010, by and between Beazer Homes USA, Inc. and Citibank, N.A. (incorporated herein by reference to Exhibit 10.2 of the Company's 8-K filed on August 9, 2012)
10.31	—	First Amendment to the Delayed-Draw Term Loan Facility, dated as of November 16, 2010, by and between Beazer Homes USA, Inc. and Deutsche Bank AG Cayman Islands Branch (incorporated herein by reference to Exhibit 10.3 of the Company's 8-K filed on August 9, 2012)
10.32	—	Second Amended and Restated Credit Agreement, dated as of September 24, 2012, between Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent (incorporated herein by reference to Exhibit 10.1 of the Company's 8-K filed on September 26, 2012)
10.33	—	First Amendment to Second Amended and Restated Credit Agreement, dated as of November 10, 2014, between Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent
21	—	Subsidiaries of the Company
23	—	Consent of Deloitte & Touche LLP
31.1	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
31.2	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
32.1	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	—	The following financial statements from Beazer Homes USA, Inc.'s Annual Report on Form 10-K for the period ended September 30, 2014, filed on November 12, 2014, formatted in XBRL (Extensible Business Reporting Language); (i) Consolidated Statements of Operations and Comprehensive Income (Loss), (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements

\* Represents a management contract or compensatory plan or arrangement.

### (c) Exhibits

Reference is made to Item 15(a)3 above. The following is a list of exhibits, included in item 15(a)3 above, that are filed concurrently with this report.

10.18*	—	Award Agreement for Restricted Stock, effective as of September 18, 2014, by and between Allan P. Merrill and the Company
10.19*	—	Award Agreement for Restricted Stock, effective as of September 18, 2014, by and between Robert L. Salomon and the Company
10.20*	—	Award Agreement for Restricted Stock, effective as of September 18, 2014, by and between Kenneth F. Khoury and the Company
10.21*	—	Form of 2014 Long-Term Incentive Plan Award Agreement for Restricted Stock Awards (Named Executive Officers)
10.22*	—	Form of 2014 Long-Term Incentive Plan Award Agreement for TSR Performance Share Awards (Named Executive Officers)
10.23*	—	Form of 2014 Long-Term Incentive Plan Award Agreement for Pre-Tax Income Performance Share Awards (Named Executive Officers)
10.24*	—	Form of 2014 Long-Term Incentive Plan Award Agreement for Restricted Stock Awards (Non-Employee Directors)
10.33	—	First Amendment to Second Amended and Restated Credit Agreement, dated as of November 10, 2014, between Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent
21	—	Subsidiaries of the Company
23	—	Consent of Deloitte & Touche LLP
31.1	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
31.2	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
32.1	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	—	The following financial statements from Beazer Homes USA, Inc.'s Annual Report on Form 10-K for the period ended September 30, 2014, filed on November 12, 2014, formatted in XBRL (Extensible Business Reporting Language); (i) Consolidated Statements of Operations and Comprehensive Income (Loss), (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements

\* Represents a management contract or compensatory plan or arrangement.

### (d) Financial Statement Schedules

Reference is made to Item 15(a)2 above.



**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 annual report on Form 10-K 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 (the registrant's fourth fiscal quarter in the case of an annual report) 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: November 12, 2014

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

**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 annual report on Form 10-K 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: November 12, 2014

/s/ Robert L. Salomon  
Robert L. Salomon

**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-K of the Company for the period ended September 30, 2014, 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: November 12, 2014

/s/ Allan P. Merrill

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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.

**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-K of the Company for the period ended September 30, 2014, 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: November 12, 2014

/s/ Robert L. Salomon

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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

# Shareholder and Corporate Information

## Corporate Headquarters

Beazer Homes USA, Inc.  
1000 Abernathy Road  
Suite 260  
Atlanta, Georgia 30328  
(770) 829-3700  
www.beazer.com

## Independent Auditors

Deloitte & Touche LLP

## Beazer Homes

### Confidential Ethics Hotline

Beazer Homes is committed to maintaining the highest ethical standards and compliance with the law at all levels. To help ensure that all instances of known or suspected fraud, theft, accounting or auditing improprieties, other financial misconduct, and any other type of misconduct involving a violation of Beazer Homes' Code of Business Conduct and Ethics, the assets, operations or employees of Beazer Homes are reported, we maintain an ethics hotline.

Interested parties may contact the hotline by calling 1-866-457-9346 and reporting their concerns to a representative of Global Compliance, a third-party company that administers our ethics hotline.

Alternatively, interested parties can report any such concern via an online form by visiting the following website: [www.integrity-helpline.com/Beazer.jsp](http://www.integrity-helpline.com/Beazer.jsp). The link provides an online form that upon completion will be submitted directly to Global Compliance. Interested parties may report their concerns anonymously, should they wish to do so. All concerns, whether reported through the toll-free number or the online form, will be directed to certain officers of Beazer Homes, and will be reviewed and investigated as appropriate. Where warranted after investigation, messages will be summarized and referred to the Audit Committee of our Board of Directors for appropriate action.

## Inquiries

Individuals seeking financial data or information about the Company and its operations should visit the Company's website at [www.beazer.com](http://www.beazer.com) or contact our Investor Relations and Corporate Communications Department.

## Financial Information

Copies of Beazer Homes USA, Inc.'s Annual Report on Form 10-K, Proxy Statement and Forms 10-Q and 8-K, as filed with the United States Securities and Exchange Commission, will be furnished upon written request to our Investor Relations and Corporate Communications Department or can be accessed at [www.beazer.com](http://www.beazer.com).

## Transfer Agent

American Stock Transfer & Trust Company  
59 Maiden Lane  
New York, New York 10038  
(212) 936-5100

## Trading Information

Beazer Homes USA, Inc. lists its common shares on the New York Stock Exchange (NYSE) under the symbol "BZH."

## Duplicate Mailings

If you are receiving duplicate or unwanted copies of our publications, please contact American Stock Transfer & Trust Company at the number listed above.

## Certification to NYSE

Pursuant to Section 303A.12(a) of the New York Stock Exchange Listed Company Manual, the Company submitted the Annual CEO Certification to the NYSE, effective February 4, 2014.

## Executive Officers

Allan P. Merrill  
President and Chief Executive Officer

Kenneth F. Khoury  
Executive Vice President, General Counsel  
and Chief Administrative Officer

Robert L. Salomon  
Executive Vice President, Chief Financial Officer  
and Chief Accounting Officer

## Board of Directors

Brian C. Beazer<sup>(4)(6)</sup>  
Non-Executive Chairman of the Board,  
Beazer Homes USA, Inc.

Elizabeth S. Acton<sup>(1)(4)(5)(6)</sup>  
Retired Executive Vice President and  
Chief Financial Officer, Comerica, Inc.

Laurent Alpert<sup>(3)(4)(6)</sup>  
Partner, Cleary, Gottlieb, Steen & Hamilton LLP

Peter G. Leemputte<sup>(2)(4)(6)</sup>  
Executive Vice President and Chief Financial Officer,  
Mead Johnson Nutrition Company

Allan P. Merrill  
President and Chief Executive Officer,  
Beazer Homes USA, Inc.

Norma A. Provencio<sup>(1)(2)(5)(6)</sup>  
President and Owner,  
Provencio Advisory Services Inc.

Larry T. Solari<sup>(2)(3)(6)</sup>  
Partner, Kenner & Company, Inc.

Stephen P. Zelnak, Jr.<sup>(1)(3)(5)(6)</sup>  
Director,  
Martin Marietta Materials, Inc.

### Committees

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating/Corporate Governance Committee

(4) Member of the Finance Committee

(5) Audit Committee Financial Expert, as defined by SEC regulations

(6) Independent, within the meaning of the Sarbanes-Oxley Act and NYSE Listing Standards



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