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**Not filed with the U.S. Securities and Exchange Commission**

**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to the Indenture governing the Company's 6.875% Senior Notes due 2021**

Date of Report (Date of earliest event reported): July 24, 2017

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**ASHTON WOODS USA L.L.C.**

(Exact name of Registrant as Specified in Charter)

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**Nevada**

(State or Other Jurisdiction of  
Incorporation)

**1405 Old Alabama Road, Suite 200, Roswell, Georgia 30076**

(Address of principal executive offices)

**(770) 998-9663**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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

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

On July 24, 2017, Ashton Woods USA L.L.C. (the “Company”) issued a press release announcing that the Company has commenced a cash tender offer (the “Tender Offer”) to purchase up to \$100 million aggregate principal amount of its outstanding 6.875% Senior Notes due 2021 (the “Existing Notes”) at a purchase price in cash of \$1,008.20, plus an early tender premium of \$30.00, per \$1000 of principal amount of Existing Notes.

The Tender Offer will expire at 12:00 midnight, New York City time at the end of the day on August 18, 2017, unless extended or terminated earlier by us, and is subject to certain conditions, including the completion of a private offering of senior notes due 2025 with gross proceeds of at least \$250,000,000 (the “Offering”); however, the closing of the Offering is not conditioned on the consummation of the Tender Offer. To the extent that \$100 million in aggregate principal amount of Existing Notes are not tendered in the Tender Offer, the Company will redeem Existing Notes in a principal amount equal to the difference between the amount tendered and \$100 million in accordance with the terms of the indenture under which the Existing Notes were issued.

The press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

## **Important Additional Information**

This document is neither an offer to purchase nor a solicitation of an offer to sell securities of the Company. The offer to buy securities of the Company described in this document will be made only pursuant to an offer to purchase and related materials. INVESTORS IN THE COMPANY ARE ADVISED TO READ THE OFFER TO PURCHASE, WHICH IS AVAILABLE UPON REQUEST, AS IT MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

## **Cautionary Note Regarding Forward-Looking Statements**

This document contains forward-looking statements with respect to the Tender Offer and related transactions, including the benefits expected from the transaction and the expected timing of the completion of the transaction. When used in this document, the words “can,” “will,” “intends,” “expects,” “is expected,” similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Such statements are based on a number of assumptions that could ultimately prove inaccurate, and are subject to a number of risk factors, including uncertainties regarding the timing of the closing of the transaction, uncertainties as to how many holders of Existing Notes may tender Existing Notes in the Tender Offer and general economic and business conditions. The Company does not assume any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law. Further information on factors that could affect the Company’s financial results is provided in the

Company's recent reports on Form 10-Q and Form 10-K, which are available on the Company's Intralinks site.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                  |
|--------------------|-------------------------------------|
| 99.1               | Press Release, dated July 24, 2017. |

## SIGNATURE

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

Dated: July 24, 2017

Ashton Woods USA L.L.C.

By: /s/ Cory Boydston

Cory Boydston

Chief Financial Officer