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

FORM 8-K

CURRENT REPORT

Pursuant to the Indenture dated as of January 23, 2020 governing the Company's 6.625% Senior Notes due 2028, the Indenture dated as of March 27, 2019 governing the Company's 9.875% Senior Notes due 2027, and the Indenture dated as of August 8, 2017 governing the Company's 6.750% Senior Notes due 2025.

Date of Report (Date of earliest event reported): January 23, 2020

ASHTON WOODS USA L.L.C.

(Exact name of Registrant as Specified in Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

3820 Mansell Road, Suite 400, Alpharetta, Georgia 30022

(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)

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(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d2(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 1.01 Entry into a Material Definitive Agreement.

On January 23, 2020, Ashton Woods USA L.L.C. (“Ashton”) and Ashton Woods Finance Co., a wholly owned subsidiary of Ashton (“Finance Co.”, and together with Ashton, the “Companies”), issued and sold, at an issue price of 100.00%, \$250 million aggregate principal amount of their 6.625% Senior Notes due 2028 (the “Notes”) through a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and in an offshore transaction pursuant to Regulation S, promulgated under the Securities Act of 1933, as amended (the “Securities Act”). The Notes were initially sold pursuant to a purchase agreement, dated January 13, 2020, among the Companies, the subsidiaries named as guarantors therein (the “Guarantors”) and J.P. Morgan Securities LLC, for itself and as representative of the several initial purchasers listed on Schedule 1 thereto. Interest on the Notes is payable semi-annually in cash in arrears on January 15 and July 15 of each year, commencing July 15, 2020.

The Notes were issued pursuant to that certain indenture, dated January 23, 2020, by and among the Companies, the Guarantors listed therein and U.S. Bank National Association, as trustee (the “Indenture”). The Indenture contains covenants which, subject to certain exceptions, limit the ability of the Companies and their restricted subsidiaries (as defined in the Indenture) to 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 Companies or the Guarantors. Upon a change of control (as defined in the Indenture), the Indenture requires the Companies to make an offer to purchase the Notes at 101% of their principal amount, plus accrued and unpaid interest. If the Companies sell certain assets and do not reinvest the net proceeds in compliance with the Indenture, then the Companies must use the net proceeds to offer to repurchase the Notes at 100% of their principal amount, plus accrued and unpaid interest. The Companies may redeem the Notes prior to January 15, 2023 at a redemption price equal to 100% plus a make-whole premium as specified in the Indenture. On or after January 15, 2023, the Companies may redeem the Notes at a redemption price equal to 100% of the principal amount plus a premium set forth in the Indenture that will decrease over time, plus accrued and unpaid interest, if any, to but not including the date of redemption. At any time before January 15, 2023, the Companies may on one or more occasions redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of certain equity offerings, at a redemption price equal to 106.625% of the aggregate principal amount of the Notes plus accrued and unpaid interest, if any, to the date of redemption. If an event of default (as defined in the Indenture) has occurred and is continuing, the trustee or the holders of 25% in principal amount of the Notes may declare the principal plus accrued and unpaid interest on all the Notes to be immediately due and payable, except an event of default resulting from a bankruptcy or similar proceeding will automatically cause the Notes to become due and payable.

The Companies will use the net proceeds from the issuance and sale of the Notes offered hereby to repay amounts outstanding under our Fifth Amended and Restated Credit Agreement, as amended by the Second Amendment to Fifth Amended and Restated Credit Agreement dated August 28, 2019, and for working capital and general corporate purposes.

The Companies’ press release announcing the closing of the Notes offering is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The disclosures required by this Item 2.03 are contained in Item 1.01 above and are incorporated as if fully restated herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release regarding Notes offering, dated January 23, 2020.

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: January 23, 2020

ASHTON WOODS USA L.L.C.

By: /s/ Cory Boydston

Cory Boydston

Chief Financial Officer

EXHIBIT INDEX

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99.1	Press Release regarding Notes offering, dated January 23, 2020.

Exhibit 99.1
Press Release regarding Notes offering, dated January 23, 2020.

**Ashton Woods USA L.L.C.
and Ashton Woods Finance Co.
Announce Closing of \$250 Million Senior Notes Offering**

Alpharetta, Georgia (January 23, 2020) – Ashton Woods USA L.L.C. and Ashton Woods Finance Co. (collectively, the “Companies”) today announced the closing of their offering of \$250 million principal amount of 6.625% Senior Notes due 2028 (the “Notes”).

After deducting initial purchaser discounts and estimate offering expenses, the Companies intend to use the net proceeds from this offering of approximately \$245 million to repay amounts outstanding under our Fifth Amended and Restated Credit Agreement, as amended by the Second Amendment to Fifth Amended and Restated Credit Agreement dated August 28, 2019, and for working capital and general corporate purposes.

The securities were issued in a private placement and resold by the initial purchasers to persons reasonably believed to be qualified institutional buyers under Rule 144A and outside the United States under Regulation S of the Securities Act of 1933, as amended (the “Act”). The securities have not been registered under the Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the securities not shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

ABOUT ASHTON WOODS / STARLIGHT HOMES:

Ashton Woods is one of the nation’s largest private homebuilding companies, delivering over 45,000 homes to homeowners over the course of its 30 years in business. The company markets its homes through its two award-winning brands, Ashton Woods Homes and Starlight Homes. The Ashton Woods brand is known for blazing new trails in design and personalization to build homes as unique as the people who live in them, thanks to its industry leading experience at The Studio. The Starlight Homes brand builds homes specifically for the first-time homebuyer, offering affordable homes with thoughtful designs and quality finishes for buyers looking to make the dream of home ownership a reality. The company’s commitment to innovation and continually evolving to meet the needs of the market is a key reason it was recently named Builder of the Year by Builder and Developer magazine. For more information, or to experience the excitement of becoming another satisfied Ashton Woods or Starlight Homes homeowner, visit www.AshtonWoods.com or www.StarlightHomes.com.