

BEAZER HOMES USA INC  
Form 8-K  
February 08, 2012

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K

### CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 7, 2012

## BEAZER HOMES USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

001-12822  
(Commission  
File Number)  
1000 Abernathy Road, Suite 260

54-2086934  
(IRS Employer  
Identification No.)

Atlanta Georgia 30328

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(Address of Principal Executive Offices)

(770) 829-3700

(Registrant's telephone number, including area code)

None

(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 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On February 7, 2012, the Company held its 2012 Annual Meeting of Stockholders (the 2012 Annual Meeting ). A total of 62,164,551 shares were represented in person or by valid proxy at the 2012 Annual Meeting and the Company's stockholders took the following actions:

Election of Directors - Stockholders elected Laurent Alpert, Brian C. Beazer, Peter G. Leemputte, Allan P. Merrill, Norma A. Provencio, Larry T. Solari and Stephen P. Zelnak to serve as directors until the next annual meeting of stockholders or until their successors are elected and qualified. The number of votes cast for each of these individuals is as set forth below:

| Director           | Shares For | Shares Against | Shares Abstained | Broker Non-Votes |
|--------------------|------------|----------------|------------------|------------------|
| Laurent Alpert     | 31,417,278 | 373,407        | 67,661           | 30,306,205       |
| Brian C. Beazer    | 31,309,838 | 485,144        | 63,364           | 30,306,205       |
| Peter G. Leemputte | 26,576,652 | 5,212,208      | 69,486           | 30,306,205       |
| Allan P. Merrill   | 31,281,423 | 508,087        | 68,836           | 30,306,205       |
| Norma A. Provencio | 31,140,986 | 654,335        | 63,025           | 30,306,205       |
| Larry T. Solari    | 31,175,297 | 622,213        | 60,836           | 30,306,205       |
| Stephen P. Zelnak  | 31,261,117 | 531,095        | 66,134           | 30,306,205       |

Ratification of Independent Accountants - Stockholders ratified the appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2012. The vote totals were 60,952,164 shares for, 1,046,265 shares against, and 166,122 share abstentions.

Non-Binding Advisory Vote on the Compensation of the Named Executive Officers - Stockholders voted for, on a non-binding, advisory basis, the compensation paid to the Company's named executive officers for fiscal year 2010. The vote totals were 30,384,486 shares for, 1,070,738 shares against, 403,122 share abstentions and 30,306,205 broker non-votes.

**SIGNATURES**

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 hereunto duly authorized.

BEAZER HOMES USA, INC.

Date: February 8, 2012

By: /s/ Kenneth F. Khoury  
Kenneth F. Khoury  
Executive Vice President, Chief Administrative Officer and  
General Counsel