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

FORM 8-K

CURRENT REPORT

PURSUANT TO THE INDENTURE GOVERNING THE COMPANY'S 4.625% SENIOR NOTES DUE 2030, THE INDENTURE GOVERNING THE COMPANY'S 4.625% SENIOR NOTES DUE 2029, THE INDENTURE GOVERNING THE COMPANY'S 6.625% SENIOR NOTES DUE 2028 AND THE INDENTURE GOVERNING THE COMPANY'S 9.875% SENIOR NOTES DUE 2027

Date of Report (Date of earliest event reported): September 23, 2021

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 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 1.01. Entry into a Material Definitive Agreement.

On September 23, 2021, 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%, $300 million aggregate principal amount of their 4.625% Senior Notes due 2030 (the "Notes") through a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and in offshore transactions 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 September 9, 2021, 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 April 1 and October 1 of each year, commencing April 1, 2022. The Notes will mature on April 1, 2030.

The Notes were issued pursuant to that certain indenture, dated September 23, 2021, by and among the Companies, the Guarantors and U.S. Bank National Association, as trustee (the "Indenture"). The Indenture contains covenants which, subject to certain exceptions, include limiting 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 their assets. Upon a Change of Control Triggering Event (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 April 1, 2025 at a redemption price equal to 100% plus a make-whole premium as specified in the Indenture. On or after April 1, 2025, 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 October 1, 2024, the Companies may on one or more occasions redeem up to 40% of the aggregate principal amount of the Notes with the net cash proceeds of certain equity offerings, at a redemption price equal to 104.625% 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 to redeem all of their outstanding 9.875% Senior Notes due 2027 at a redemption price of 100.000% of the principal amount thereof plus the Applicable Premium (as such term is defined in the indenture governing the 9.875% Senior Notes due 2027) as of, and accrued and unpaid interest to and excluding, the redemption date, and for working capital and general corporate purposes. The redemption of the 9.875% Senior Notes due 2027 is expected to be completed on October 4, 2021.

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.

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, thereunto duly authorized.

Dated: September 23, 2021

ASHTON WOODS USA L.L.C.

By: _/s/ Cory Boydston__
Cory Boydston
Chief Financial Officer