
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 AND THE INDENTURE GOVERNING THE COMPANY'S 6.625% SENIOR NOTES DUE 2028

Date of Report (Date of earliest event reported): May 24, 2022

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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Resignations

On May 24, 2022, Joseph Beard and Kris Miller each separately notified Ashton Woods USA L.L.C. (the “Company”) of their respective resignations as the Company’s Class B director and independent director, respectively, from the Company’s Board of Directors (the “Board”), each effective May 31, 2022. The respective decisions of Messrs. Beard and Miller were not due to any disagreement with the Company’s management or Board.

Director Appointments

On May 26, 2022, the Class B members of the Company elected and appointed Bill Tresham to serve as the Class B director of the Company effective June 1, 2022. On the same date, the Class A members and Class B members of the Company elected and appointed David Kelly, a current at-large director, as the independent director of the Company effective June 1, 2022.

The Company also decreased the number of directors from seven to six in light of the changes described above.

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: May 31, 2022

ASHTON WOODS USA L.L.C.

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