

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

FORM 8-K

CURRENT REPORT

Pursuant to the Indenture governing the Company's Indenture governing the Company's 6.750% Senior Notes due 2025, Indenture governing the Company's 9.875% Senior Notes due 2027 and Indenture governing the Company's 6.625% Senior Notes due 2028

Date of Report (Date of earliest event reported): January 27, 2021

ASHTON WOODS USA L.L.C.

(Exact name of Registrant as Specified in Charter)

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)

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 240.14d-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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective January 27, 2021, Ashton Woods USA L.L.C. (the “Company”) and Little Shots Nevada L.L.C. entered into a Fourth Amendment to the Second Amended and Restated Regulations of the Company to provide for a Board of Directors of the Company comprised of up to nine members, to designate a new class of At Large Directors comprised of up to four members, and to eliminate a no longer necessary provision that related to an increase in the size of the Board of Directors and designation of a Class C Director under certain circumstances related to a third party investment in the Company. As a result of this amendment, the Board of Directors may be increased from its current size of five members up to nine members upon approval of members holding a majority of each of the Class A Units, Class B Units and Class C Units of the Company. No increase has been approved as the date hereof, so the Board will continue to be comprised of five members until further action is taken by the members.

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 27, 2021

ASHTON WOODS USA L.L.C.

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