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

FORM 8-K

CURRENT REPORT

Pursuant to the Indenture, dated as of March 27, 2019 governing the 9.875% Senior Notes due 2027 issued by Ashton Woods USA L.L.C. and in the Indenture, dated as of August 8, 2017 governing the 6.750% Senior Notes due 2025 issued by Ashton Woods USA L.L.C.

Date of Report (Date of earliest event reported): September 19, 2019

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, GA 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 8.01 Other Events

On and after September 19, 2019, Ashton Woods USA L.L.C. (the "Company") intends to use the Investor Presentation provided herewith at conferences and in meetings with investors, analysts, and others. A copy of the Investor Presentation dated September, 2019 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Ashton Woods USA L.L.C. Investor presentation dated September, 2019.

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: September 19, 2019

ASHTON WOODS USA L.L.C.

By: /s/ Cory Boydston

Cory Boydston

Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Ashton Woods USA L.L.C. Investor presentation dated September, 2019.



DISCLAIMER

This presentation and associated discussion include forward-looking statements as characterized in the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to our expectations about trends in the housing or homebuilding markets; or for Ashton Woods in particular, plans to protect our balance sheet and leverage ratios, maintain liquidity, reduce inventory, lot supply, debt, overhead and costs, results of option contract renegotiations, sales of land or joint venture interests, the level of non-cash impairment charges we may incur, expectations for cash flow, as well as the timing of these items or their related metrics, and our future opportunities and operations of Ashton Woods. When used in this presentation, the words “estimate”, “expect”, “anticipate”, “project”, “plan”, “intend”, “believe”, “forecast”, “will”, and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon the expectations of management under current assumptions at the time of the presentation. These expectations, beliefs, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we cannot offer any assurance that our expectations, beliefs, and projections will actually be achieved. The Company makes no commitment and disclaims any duty to update or revise any forward-looking statements to reflect future events or changes in our expectations. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this presentation.

This presentation presents non-GAAP financial measures including EBITDA and earnings adjusted to exclude certain amounts along with ratios using these non-GAAP financial measures. These measures are commonly used to compare operating results between periods or companies but are not generally accepted accounting principles (GAAP).

PRESENTERS

Cory Boydston - CFO



- Joined Ashton Woods in 2009
- 32 years of industry experience
- Prior positions include:
 - Vice President of Finance and CFO at Lennar
 - Senior Vice President and CFO at Starwood Land Ventures
 - Senior Vice President of Finance and Treasurer at Beazer Homes
- Founder – Women’s Housing Leadership Group
- Serves on Board of Directors and Audit Committee of BMC Holdings, Inc. (NASDAQ: BMCH)

Zack Sawyer - CAO



- Joined Ashton Woods in 2008
- 11 years of industry experience
- Prior to joining Ashton Woods, worked in the audit department at KPMG
- Named to 2019 Professional Builder Forty under 40



COMPANY OVERVIEW

ASHTON **AW** WOODS.

ASHTON WOODS AT A GLANCE

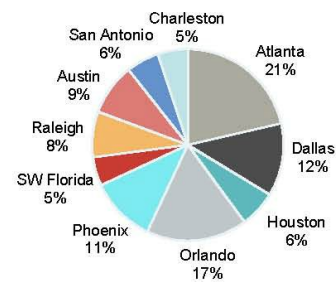
- **3rd largest private homebuilder and 18th largest homebuilder overall in the U.S.¹**
 - Majority owned by Great Gulf Group since Company's founding in 1989
 - 30 years of operating history
 - ~45,000 homes closed
 - 950 employees across 10 operating divisions
- **Award winning brands**
 - Ashton Woods, offering high-end design and personalization
 - Starlight Homes, offering affordable entry-level homes
- **Established presence in attractive housing markets**
 - Operations in 6 states across the Southeastern and Southwestern U.S.; Arizona, Florida, Georgia, North Carolina, South Carolina, and Texas
 - Geographic footprint focused on markets with favorable economic, demographic, and employment trends
- **Summary financial statistics²**
 - LTM revenues of \$1.7bn
 - LTM EBITDA of \$116mm
 - Total assets of \$1.1bn

Geographic focus



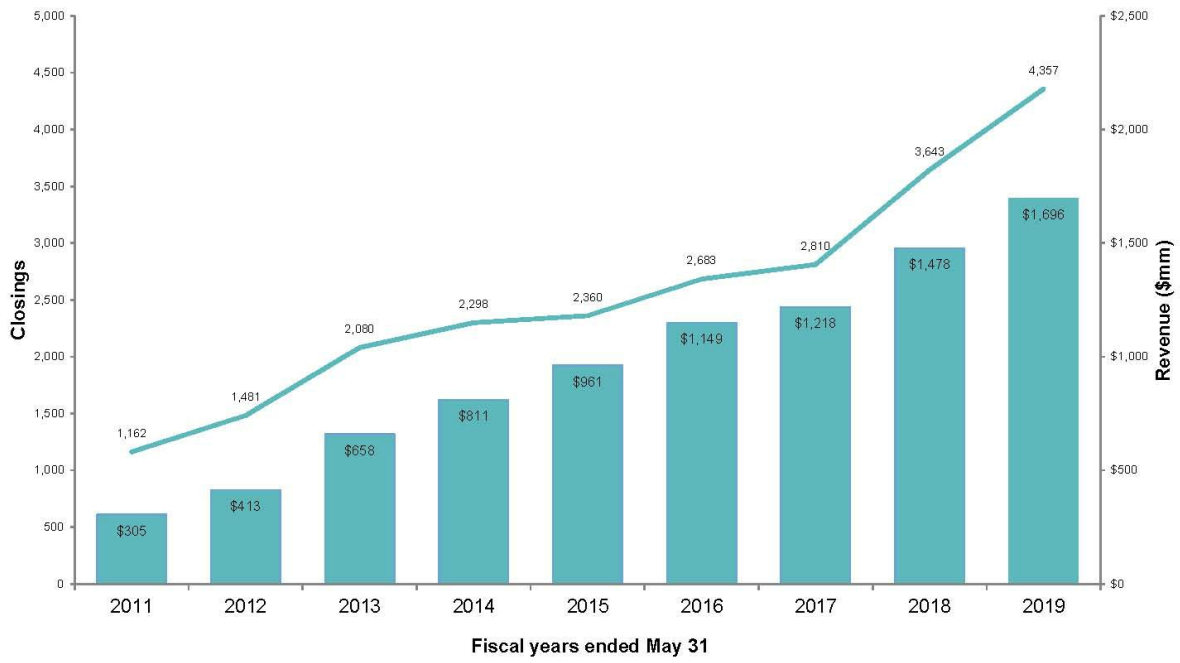
Diversified presence in high-growth Sunbelt markets

LTM revenue by market²



¹ Professional Builder Magazine, based on revenues for 2018; ² At or for the 12 months ended 5/31/19

HISTORY OF GROWTH



One of North America's most innovative and diversified real estate development companies

History

- Founded in 1975 and headquartered in Toronto, Canada, Great Gulf has grown from its roots as a successful regional homebuilder into one of North America's premier real estate organizations
- Great Gulf specializes in residential, commercial, industrial, retail, and resort development spanning the entire real estate spectrum from land acquisition to development and construction

Relationship with Ashton Woods

- Founded Ashton Woods in 1989
- Currently owns 88% of Ashton Woods equity
- ~\$125mm of equity contributions to the Company from Great Gulf and minority investors since the beginning of the most recent housing downturn

Overview

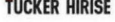
- Experienced management team
 - Great Gulf's roots are as a state-of-the-art builder, contractor, and land developer
 - Depth and breadth of management expertise
- Consistently delivers strong project returns
 - Over 40 years of development expertise
 - Solid and reputable track record with partners


Companies

-  **GREAT GULF** **Great Gulf Homes:** Low-rise residential developments

-  **GREAT GULF** **Great Gulf High Rise:** Residential condo developments

-  **FIRST GULF** **First Gulf:** Commercial developer and general contractor of retail, office, and industrial properties

-  **TUCKER HIRISE** **Tucker HiRise:** Residential high rise condo general contractor

-  **ASHTON WOODS.** **Ashton Woods:** 3rd largest private homebuilder in the U.S.

-  **H+ME TECHNOLOGY** **Home Technology:** Innovative wall, floor, and roof panel systems for residential builders

-  **taboo** **Taboo Resort, Golf & Conference Centre:** An internationally renowned leisure property

Focus on high growth Sunbelt region

Best in class homebuilder brands

Diversified and award winning product offerings

Significant momentum in entry-level space

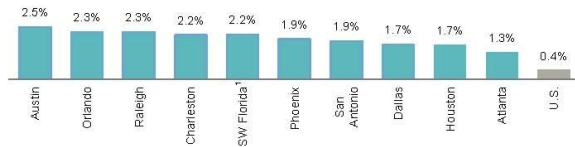
Attractive land portfolio

Top tier management team with deep industry experience

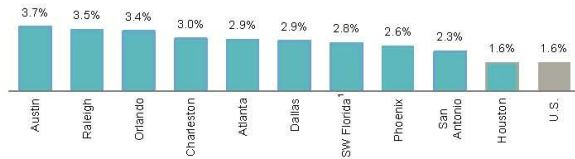
FOCUS ON HIGH GROWTH SUNBELT REGION

- Our markets are characterized by robust population and employment growth trends
- We are active in 7 of the top 10 U.S. markets as ranked by number of single-unit housing permits

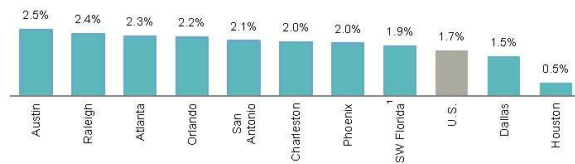
Total population growth (2018 vs. 2017)



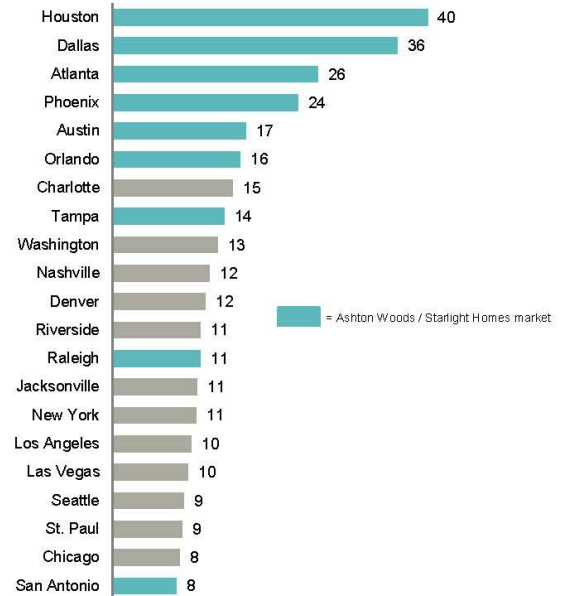
Projected employment growth (2019E)



Median household income (2019E – 2024E CAGR)



U.S. MSAs by number of single family permits ('000)²



Source: Bureau of Labor Statistics, U.S. Census Bureau, JBREC estimates
¹ Southwest Florida markets include Naples, Sarasota, and Tampa. Figure shown represents average of these three markets. ² Data as of December 2018

Source: U.S. Census Bureau



High-end design and personalization

- The Ashton Woods brand is targeted towards home buyers who have a preference for and willingness to pay a premium for premium design and a high degree of personalization
- Ashton Woods Design Studios enable design consultants to take buyers' inspiration and vision and translate them into beautiful and stylish homes
- Brand offers a personal, collaborative, and empowering homebuilding experience
- National recognition through awards for the industry's Best Interior Model Merchandising and Best Design Center

Affordable entry level homes

- Ashton Woods began offering entry-level homes under the Starlight brand in FY 2017
- Driven by significant opportunity to convert renters into first-time homebuyers and capture move-down buyers
- Focus on land sites near dense rental populations and close proximity to transportation arteries
- High-efficiency building process – simplified design drives lower cycle times and higher asset turns
- Targeted data-driven marketing strategy designed to continually optimize for cost/lead and cost/sale

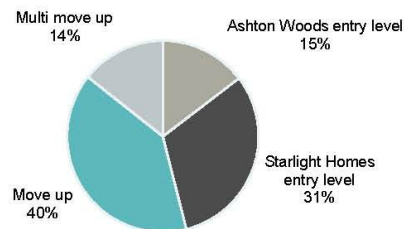


DIVERSIFIED PRODUCT OFFERINGS

- The Company has expanded its customer base, enhanced growth, and improved profitability by diversifying its product portfolio in each market without a significant increase in overhead costs including throughout the addition of Starlight Homes
- Prices range from low \$100 thousands to over \$1 million with different products and features intended to meet the expectations and demands of different consumer segments
- For our Ashton Woods brand, in-depth analysis of homebuyer segments has driven us to focus on financially attractive target consumers – specifically, buyers who have a preference for and willingness to pay a premium for high design and personalization
- Our addition of the Starlight brand in FY 2017 enhances our appeal to first-time buyers



Closings by Buyer Type¹



¹ For the 12 months ended 5/31/19

² Based on homes closed for the last 12 months ended 5/31/19

ASP (\$000s)²





Commentary

- First sale in March 2017
- LTM sales of 1,419 units¹
- LTM closings of 1,369 units¹
- ASP of \$215,707 YTD¹
- 26 active communities¹

ATLANTA



¹ As of 5/31/2019

AUSTIN



ORLANDO



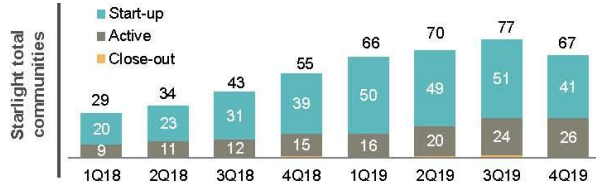
PHOENIX



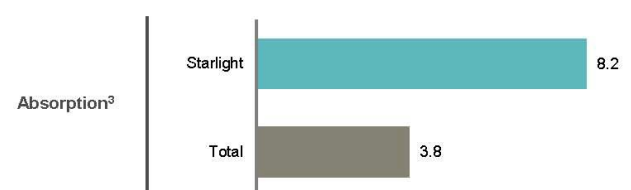
- High quality affordable homes for budget-conscious buyers
 - Targeting first-time and entry-level buyers
- Average 200 – 300 lots per community
- Direct marketing efforts focus on reaching renters
 - Direct mail
 - Internet advertising
- Sales process designed to qualify buyers and sell them a complete or nearly complete home within 30 days
 - Each community has an inventory model
- Limited number of floorplans per community with no options
 - Increases efficiencies
 - Reduces complexities

MOMENTUM IN STARLIGHT HOMES ENTRY-LEVEL PRODUCT OFFERING

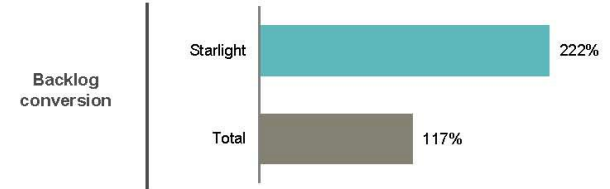
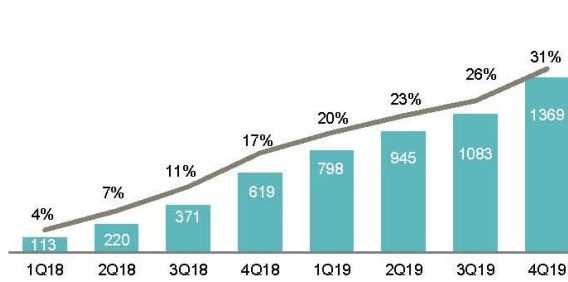
Starlight communities¹



Select Starlight operating metrics vs. total company²



Starlight LTM closings and % of total closings¹



¹ Based on fiscal years ended 5/31

² Based on quarter ended 5/31/19

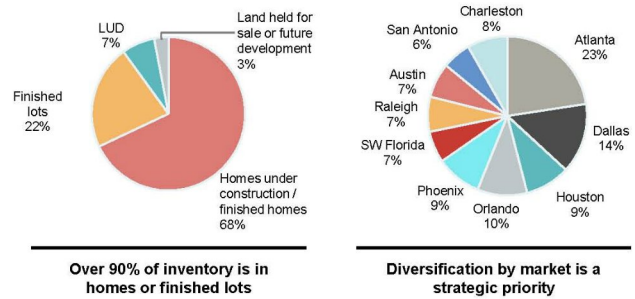
³ Based on monthly net new orders divided by number of active communities

ATTRACTIVE LAND PORTFOLIO WITH FOCUS ON OPTIONED LOTS

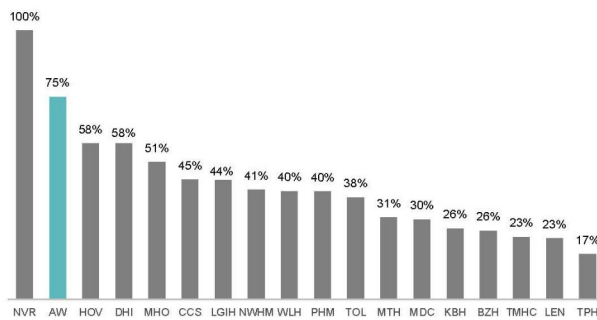
Highlights

- Diversified portfolio in well-established markets
- Strategic focus on optioned lots allows for flexibility in deployment of capital and limits unused inventory dollars on balance sheet
 - 75% optioned as of 5/31/19 as compared to 69% as of 5/31/18
- Over 90% of our \$874mm inventory balance at 5/31/19 was highly developed; either in the form of finished homes, homes under construction, model homes, or finished lots
- 7.5 years of controlled land supply evenly spread across our markets as of 5/31/19

Book value of inventory as of 5/31/19 (\$874mm)



% of lots optioned¹



¹ Source: AW as of 5/31/2019. All others from most recent year-end public filings
² Ashton Woods owned lots includes lots with homes under construction

Owned² and controlled lots as of 5/31/19

	ASHTON AW WOODS	STARLIGHT HOMES	Total
Owned lots	3,892	4,113	8,005
Optioned lots	11,086	13,440	24,526
Total	14,978	17,553	32,531
<i>% of total</i>	<i>46%</i>	<i>54%</i>	
Years supply owned	1.3	3.0	1.8
Years supply controlled	5.0	12.8	7.5

AWARD-WINNING HOMEBUILDER

Over the last year Ashton Woods has won more than 70 national and local industry awards

Design highlights

- Grand ARDA: Best Interior Merchandising \$275,000 to \$400,000, Comal at Arcadia Ridge, San Antonio at ARDA Awards, 2018
- Best Interior Model Merchandising \$800,000+, Oxford at Cadence, Atlanta at OBIE Awards, 2018
- Best Design Center, The Studio by Ashton Woods, Charleston at Prism Awards, 2018



Architecture highlights

- Grand Aurora: Best Multi-Family Housing Community, Nabucco at Aria, Atlanta, 2018
- Best Product Design \$500,000+, Waverly, Glenpark model at Raleigh MAME Awards, 2018
- Best Single Family Home, \$300,000 - \$400,000, The Lincoln at Rhodes Crossing, Charleston at Prism Awards, 2018



Sales & Marketing highlights

- Best Realtor Marketing Program, Atlanta at OBIE Awards, 2018
- Best Corporate Website and Social Media Campaigns at multiple HBA Awards, 2018
- Salesperson of the Year and Best Online Specialist at multiple HBA Awards, 2018



Community & Service highlights

- Texas Association of Builders Shining Star Award for 25+ Years of Outstanding Service, Houston, 2018
- Gold, Community Service, Camp Twin Lakes, Atlanta at OBIE Awards, 2018
- Recently named Builder of the Year by Builder & Developer Magazine, Ashton Woods



TOP-TIER MANAGEMENT TEAM WITH SIGNIFICANT INDUSTRY EXPERIENCE

- Highly seasoned senior leadership team with significant industry and company tenure
- Deep division-level talent in all of our markets with key localized expertise and relationships

	Years			Years	
	Industry	AWH		Industry	AWH
Kenneth Balogh <i>President & Chief Executive Officer</i>	26	10	Ken Newman <i>SVP of Construction Operations</i>	33	1
Cory Boydston <i>Chief Financial Officer</i>	32	10	Todd Jones <i>Division President, Atlanta</i>	28	1
Ryan Lewis <i>Chief Operating Officer</i>	19	5	Lindsay Motley <i>Division President, Austin</i>	19	1
Deborah Danzig <i>Chief Legal Officer</i>	14	8	Robert Norton <i>Division President, Charleston</i>	16	7
Thad DiGiuro <i>SVP of Land Acquisition & Strategy</i>	18	16	Tom Houser <i>Division President, Dallas</i>	41	6
Tony Albachiara <i>SVP of Sales</i>	27	5	Paul Sims <i>Division President, Houston</i>	43	10
Carrie Schonberg <i>Chief Marketing Officer</i>	7	7	John Reny <i>Division President, Florida</i>	30	19
Zack Sawyer <i>SVP / Chief Accounting Officer</i>	11	11	Scott Moore <i>Division President, Phoenix</i>	25	13
Karin Shaban <i>SVP of Human Resources</i>	14	7	Damon Lyles <i>Division President, San Antonio</i>	43	8
Scott Lyon <i>SVP of Financial Services</i>	19	9	Mike Reynolds <i>Division President, Raleigh</i>	12	2
Adam Weaver <i>SVP of Purchasing</i>	24	6	Average	24	8



FINANCIAL SUMMARY

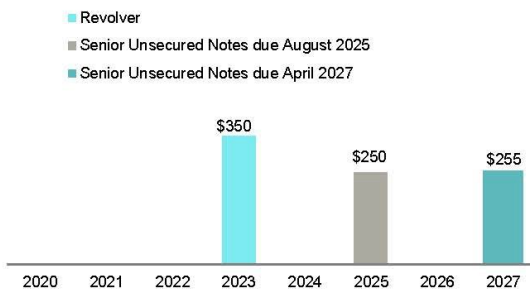
ASHTON **AW** WOODS.

BALANCE SHEET

Balance sheet commentary 5/31/19

- Ample liquidity of \$330mm
- Strategy to reduce leverage and lower risk as housing cycle matures while pursuing prudent growth

Debt maturity schedule (\$mm)



Capitalization (\$mm)

	5/31/2019
Senior Secured Revolving Credit Facility	20
9.875% Senior Unsecured Notes due April 2027	253
6.750% Senior Unsecured Notes due August 2025	250

Total debt	\$523
Book value of equity	387
Total capitalization	\$910

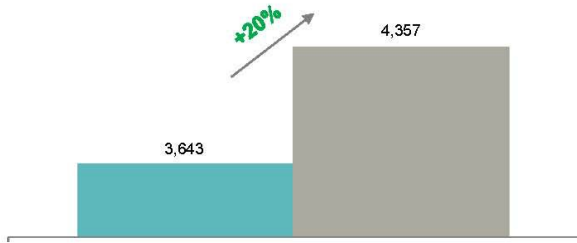
Credit statistics	
Total debt / Book cap	57.5%
Net debt / Net book cap	57.5%
Cash + inventory / Total debt	1.7x
EBITDA / LTM interest incurred	2.4x

2019 OPERATING RESULTS

FY 2019 as compared to FY 2018

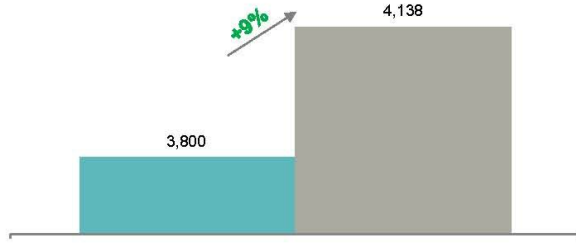
Homes closed (units)

FY2018 FY2019



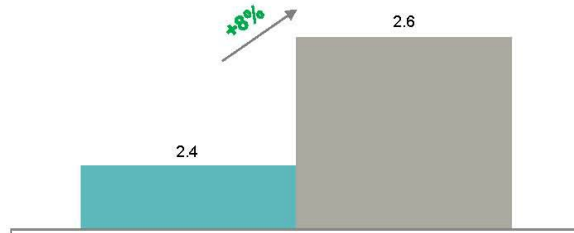
Net new home orders (units)

FY2018 FY2019



Monthly Sales per Average Active Community¹

FY2018 FY2019



¹ For the monthly sales per average active communities, average active communities is calculated using the average of the beginning of the period and the end of the period

Diversified and disciplined growth

- Continue to focus on current strong markets and grow market share
- Maintain an appropriate supply of land in key markets for future build out
- Continue to balance lot ownership and control through option contracts
- Continue to optimize portfolio of entry-level, move-up, and multi move-up communities
- Continue to leverage our recognizable brand name associated with high levels of quality, design, and personalization
- Scale platform to enhance operational efficiency and cycle time reductions and generate better capital efficiency



QUESTIONS

ASHTON **AW** WOODS.