

HOVNANIAN ENTERPRISES INC

Form 8-K

January 10, 2014

**UNITED STATES**

**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): January 10, 2014**

**HOVNANIAN ENTERPRISES, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-8551**  
**(Commission**

**File Number)**  
**110 West Front Street**

**22-1851059**  
**(I.R.S. Employer**

**Identification No.)**

**P.O. Box 500**

**Red Bank, New Jersey 07701**

**(Address of Principal Executive Offices) (Zip Code)**

**(732) 747-7800**

**(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 (see General Instruction A.2. below):

- .. 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 January 10, 2014, K. Hovnanian Enterprises, Inc. ( "K. Hovnanian" ), a wholly owned subsidiary of Hovnanian Enterprises, Inc. (the "Company" ), completed a private placement pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended, of \$150,000,000 aggregate principal amount of 7.000% Senior Notes due 2019 (the "Notes" ), which are guaranteed by the Company and substantially all of its subsidiaries (the "Guarantors" ).

In connection with the issuance of the Notes, K. Hovnanian, the Company and the Guarantors entered into an Indenture, dated as of January 10, 2014, with Wilmington Trust, National Association, as trustee (the "Indenture" ). As of the date of the Indenture, the Guarantors included the Company and each of its subsidiaries except its home mortgage subsidiaries, certain of its title insurance subsidiaries, joint ventures, subsidiaries holding interests in joint ventures and its foreign subsidiary.

The Notes bear interest at 7.000% per annum and mature on January 15, 2019. Interest is payable semi-annually on January 15 and July 15 of each year, beginning on July 15, 2014, to holders of record at the close of business on January 1 or July 1, as the case may be, immediately preceding each such interest payment date.

The Indenture contains restrictive covenants that limit among other things, the ability of the Company and certain of its subsidiaries, including K. Hovnanian, to incur additional indebtedness, pay dividends and make distributions on common and preferred stock, repurchase subordinated indebtedness and common and preferred stock, make other restricted payments, including investments, sell certain assets, incur liens, consolidate, merge, sell or otherwise dispose of all or substantially all of its assets and enter into certain transactions with affiliates. The Indenture also contains customary events of default which would permit the holders of the Notes to declare those Notes to be immediately due and payable if not cured within applicable grace periods, including the failure to make timely payments on the Notes or other material indebtedness, the failure to satisfy covenants and specified events of bankruptcy and insolvency.

K. Hovnanian intends to use the net proceeds from the offering of the Notes for general corporate purposes, including land acquisition and land development, and to fund the redemption (the "Redemption" ) of all of K. Hovnanian's outstanding 6.25% Senior Notes due 2015 (the "6.25% Senior Notes" ) and to pay related fees and expenses. As of October 31, 2013, there were approximately \$21.4 million aggregate principal amount of 6.25% Senior Notes outstanding. On January 10, 2014, concurrently with the closing of the offering, K. Hovnanian issued a notice of redemption to holders of the 6.25% Senior Notes specifying a redemption date for the 6.25% Senior Notes of February 9, 2014.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit 4.1 Indenture dated as of January 10, 2014, relating to the 7.000% Senior Notes due 2019, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors named therein and Wilmington Trust, National Association, as Trustee, including the form of 7.000% Senior Note due

2019.

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.

HOVNANIAN ENTERPRISES, INC.  
(Registrant)

By: /s/ J. Larry Sorsby  
Name: J. Larry Sorsby  
Title: Executive Vice President and  
Chief Financial Officer

Date: January 10, 2014

INDEX TO EXHIBITS

**Exhibit Number**

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