

BEAZER HOMES USA INC  
Form SC 13G/A  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**Beazer Homes USA Inc.**

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

07556Q105

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

1. Name of Reporting Persons:

GSO Capital Partners LP

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands, British West Indies

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

IA; PN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

**Bennett J. Goodman**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

**United States**

5. Sole Voting Power:

NUMBER OF

**-0-**

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

**3,500,000**

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

**-0-**

8. Shared Dispositive Power:

WITH

**3,500,000**

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

**3,500,000**

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

IN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

**J. Albert Smith III**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

**United States**

5. Sole Voting Power:

NUMBER OF

**-0-**

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

**3,500,000**

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

**-0-**

8. Shared Dispositive Power:

WITH

**3,500,000**

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

**3,500,000**

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

IN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.



1. Name of Reporting Persons:

Douglas I. Ostrover

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

NUMBER OF

-0-

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

3,500,000

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

-0-

8. Shared Dispositive Power:

WITH

3,500,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

IN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

GSO Advisor Holdings LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

State of Delaware

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

OO

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

Blackstone Holdings I L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

State of Delaware

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

PN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

Blackstone Holdings I/II GP Inc.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

State of Delaware

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

CO

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.



1. Name of Reporting Persons:

**The Blackstone Group L.P.**

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

State of Delaware

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

PN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

Blackstone Group Management L.L.C.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

State of Delaware

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

OO

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

1. Name of Reporting Persons:

Stephen A. Schwarzman

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

NUMBER OF

3,500,000

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,500,000

8. Shared Dispositive Power:

WITH

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,500,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

4.6%\*

12. Type of Reporting Person (See Instructions):

IN

\* The calculation of the foregoing percentage is based on 76,407,279 shares of common stock outstanding as of December 12, 2011, as reported in the Beazer Homes USA Inc. Proxy Statement on Schedule 14A as filed on December 22, 2011.

**Item 1. (a). Name of Issuer**

Beazer Homes USA Inc. (the Company )

**(b). Address of Issuer's Principal Executive Offices:**

5775 Peachtree Dunwoody Rd Suite C-200

Atlanta GA 30342

**Item 2 (a). Name of Person Filing**

**Item 2 (b). Address of Principal Business Office**

**Item 2 (c). Citizenship**

GSO CAPITAL PARTNERS LP

c/o GSO Capital Partners LP

280 Park Avenue, 11th Floor

New York, NY 10017

Citizenship: State of Delaware

BENNETT J. GOODMAN

c/o GSO Capital Partners LP

280 Park Avenue, 11th Floor

New York, NY 10017

Citizenship: United States

J. ALBERT SMITH III

c/o GSO Capital Partners LP

280 Park Avenue, 11th Floor

New York, NY 10017

Citizenship: United States

DOUGLAS I. OSTROVER

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c/o GSO Capital Partners LP

280 Park Avenue, 11th Floor

New York, NY 10017

Citizenship: United States

GSO ADVISOR HOLDINGS LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

BLACKSTONE HOLDINGS I L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

BLACKSTONE HOLDINGS I/II GP INC.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

THE BLACKSTONE GROUP L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

BLACKSTONE GROUP MANAGEMENT L.L.C.



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c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

STEPHEN A. SCHWARZMAN

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: United States

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

As of the date hereof, GSO Special Situations Fund LP directly holds 1,767,064 shares of Common Stock and GSO Special Situations Overseas Fund Ltd. directly holds 1,732,936 shares of Common Stock. As of December 31, 2011, GSO Special Situations Fund LP directly held 1,925,497 shares of Common Stock and GSO Special Situations Overseas Fund Ltd. directly held 1,891,533 shares of Common Stock. GSO Capital Partners LP is the investment manager of each of GSO Special Situations Fund LP and GSO Special Situations Overseas Fund Ltd. In addition, each of Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover may have shared voting and dispositive power with respect to the Reported Shares (as defined below). GSO Advisor Holdings LLC is the general partner of GSO Capital Partners LP. Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings LLC. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is controlled by Mr. Schwarzman, one of its founders.

**Item 2 (d). Title of Class of Securities:**

Common Stock, \$0.001 par value (the Common Stock )

**Item 2 (e). CUSIP Number:**

07556Q105

**Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under Section 15 of the Act,
- (b) .. Bank as defined in Section 3(a)(6) of the Act,
- (c) .. Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) .. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) x Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) .. Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- (g) x Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) .. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) .. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

- (a) Amount beneficially owned:

As of the date hereof each of the Reporting Persons may be deemed to be the beneficial owner of the (i) 1,767,064 shares of Common Stock held by GSO Special Situations Fund LP and the (ii) 1,732,936 shares of Common Stock held by GSO Special Situations Overseas Fund Ltd (together, the Reported Shares ).

- (b) Percent of class:

The Company's Proxy Statement on Schedule 14A filed with the Securities Exchange Commission on December 22, 2011 indicates that, as of December 12, 2011, there were 76,407,279 shares of Common Stock outstanding. Based on this number of outstanding shares of Common Stock, as of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of approximately 4.6% of the total number of outstanding shares of Common Stock.

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote  
See Item 5 of each cover page.
- (ii) Shared power to vote or to direct the vote  
See Item 6 of each cover page.
- (iii) Sole power to dispose or to direct the disposition of  
See Item 7 of each cover page.
- (iv) Shared power to dispose or to direct the disposition of  
See Item 8 of each cover page.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

As of the date hereof, none of the Reporting Persons is the beneficial holder of more than five percent of the shares of Common Stock.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Each of the Reporting Persons hereby makes the following certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2012

GSO CAPITAL PARTNERS LP

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Authorized Signatory

BENNETT J. GOODMAN

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Attorney-in-Fact

J. ALBERT SMITH III

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Attorney-in-Fact

DOUGLAS I. OSTROVER

By: /s/ Marisa Beeney  
Name: Marisa Beeney  
Title: Attorney-in-Fact

GSO ADVISOR HOLDINGS LLC

By: Blackstone Holdings I L.P., its sole member

By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS I L.P.

By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE HOLDINGS I/II GP INC.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman  
Name: Stephen A. Schwarzman