

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20594

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 1999
or

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-12822

BEAZER HOMES USA, INC.
(Exact name of registrant as specified in its charter)

DELAWARE 58-2086934
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) identification no.)

5775 Peachtree Dunwoody Road, Suite B-200, Atlanta, Georgia 30342
(Address of principal executive offices) (Zip Code)

(404) 250-3420
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days.

YES X NO

Class Outstanding at August 11, 1999

Common Stock, \$0.01 par value 8,924,465 shares

BEAZER HOMES USA, INC.
FORM 10-Q

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Part I. Financial Information

BEAZER HOMES USA, INC
CONDENSED CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except per share data)

	June 30, 1999 ---- (unaudited)	September 30, 1998 ----
ASSETS		
Cash and cash equivalents	\$ --	\$ 67,608
Accounts receivable	21,688	16,949
Inventory	563,059	405,095
Property, plant and equipment, net	12,657	12,332
Goodwill, net	8,251	8,853
Other assets	16,939	14,754
	-----	-----
Total assets	\$ 622,594	\$ 525,591
	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	\$ 53,814	\$ 61,942
Other payables and accrued liabilities	72,014	49,425
Revolving credit facility	62,000	--
Senior notes	215,000	215,000
	-----	-----
Total liabilities	402,828	326,367
Stockholders' equity:		
Preferred stock (par value \$.01 per share, 5,000,000 shares authorized, 2,000,000 issued and outstanding with a \$50,000 aggregate liquidation preference at September 30, 1998)	--	20
Common stock (par value \$.01 per share, 30,000,000 shares authorized, 12,216,242 and 9,559,200 issued, 8,924,465 and 6,267,423 outstanding)	122	93
Paid in capital	193,340	192,729
Retained earnings	83,574	64,003
Unearned restricted stock	(5,287)	(5,638)
Treasury stock (3,291,777 shares)	(51,983)	(51,983)
	-----	-----
Total stockholders' equity	219,766	199,224
	-----	-----
Total liabilities and stockholders' equity	\$ 622,594	\$ 525,591
	-----	-----

See Notes to Condensed Consolidated Financial Statements

BEAZER HOMES USA, INC.
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (dollars in thousands, except per share data)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	1999 ----	1998 ----	1999 ----	1998 ----
Total revenue	\$ 370,431	\$ 234,811	\$ 939,885	\$ 611,760
Costs and expenses:				
Home construction and land sales	306,424	194,380	779,632	510,173
Interest	6,472	4,914	17,769	12,232
Selling, general and administrative	40,571	26,703	104,689	71,597
Operating income	16,964	8,814	37,796	17,758
Other income	(294)	252	(364)	453
Income before income taxes	16,670	9,066	37,432	18,211
Provision for income taxes	6,418	3,445	14,410	6,965
Net income	\$ 10,252	\$ 5,621	\$ 23,022	\$ 11,246
Dividends and other payments to preferred shareholders	\$ 36	\$ 1,000	\$ 3,343	\$ 3,000
Net income applicable to common stockholders:				
Basic	\$ 10,216	\$ 4,621	\$ 19,679	\$ 8,246
Diluted	\$ 10,252	\$ 5,621	\$ 23,022	\$ 11,246
Weighted average number of shares (in thousands):				
Basic	8,285	5,886	6,908	5,857
Diluted	8,919	8,772	8,922	8,737
Net income per common share:				
Basic	\$ 1.23	\$ 0.79	\$ 2.85	\$ 1.41
Diluted	\$ 1.15	\$ 0.64	\$ 2.58	\$ 1.29

See Notes to Condensed Consolidated Financial Statements

BEAZER HOMES USA, INC.
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (dollars in thousands)

	Nine Months Ended June 30,	
	1999 ----	1998 ----
Cash flows from operating activities:		
Net income	\$ 23,022	\$ 11,246
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	3,449	2,118
Changes in operating assets and liabilities, net of effects of acquisitions		
Increase in inventory	(53,629)	(56,584)
(Decrease)/Increase in trade accounts payable	(18,304)	2,549
Other changes	13,290	(7,855)
Net cash used by operating activities	(32,172)	(48,526)
Cash flows from investing activities:		
Acquisitions, net of cash acquired	(91,800)	(16,766)
Capital expenditures	(2,187)	(4,408)
Net cash used by investing activities	(93,987)	(21,174)
Cash flows from financing activities:		
Proceeds from issuance of senior notes, net		96,933
Changes in revolving credit facility, net	62,000	(25,500)
Dividends and other payments to preferred shareholders	(3,449)	(3,000)
Net cash provided by financing activities	58,551	68,433
Increase (decrease) in cash and cash equivalents	(67,608)	(1,267)
Cash and cash equivalents at beginning of period	67,608	1,267
Cash and cash equivalents at end of period	\$ 0	\$ 0

See Notes to Condensed Consolidated Financial Statements

BEAZER HOMES USA, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Beazer Homes USA, Inc. ("Beazer" or the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Consequently, such financial statements do not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements. Accordingly, for further information, the reader of this Form 10-Q should refer to the audited consolidated financial statements of the Company incorporated by reference in the Company's Annual Report on Form 10-K for the year ended September 30, 1998.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in the accompanying condensed financial statements.

(2) Inventory

A summary of inventory is as follows (dollars in thousands):

	June 30, 1999 ----	September 30, 1998 ----
Homes under construction	\$231,766	\$194,566
Development projects in progress	285,889	165,218
Unimproved land held for future development	8,749	18,605
Model homes	36,655	26,706
	-----	-----
	\$563,059	\$405,095
	-----	-----
	-----	-----

Homes under construction includes homes finished and ready for delivery and homes in various stages of construction. The Company had 125 completed homes (\$19.0 million) and 208 completed homes (\$30.7 million) at June 30, 1999 and September 30, 1998, respectively, that were not subject to a sales contract, not including model homes.

Development projects in progress consist principally of land and land improvement costs. Certain of the fully developed lots in this category are reserved by a deposit or sales contract.

BEAZER HOMES USA, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

(3) Interest

The following table sets forth certain information regarding interest:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	1999	1998	1999	1998
	----	----	----	----
During the period:				
Interest incurred	\$ 6,962	\$ 5,525	\$ 19,981	\$ 15,440
	-----	-----	-----	-----
Previously capitalized interest amortized to costs and expenses	\$ 6,472	\$ 4,863	\$ 17,769	\$ 12,182
	-----	-----	-----	-----
At the end of the period:				
Capitalized interest in ending inventory	\$ 12,025	\$ 10,113	\$ 12,025	\$ 10,113
	-----	-----	-----	-----

(4) Preferred Stock Transactions

During March and April, 1999, the Company paid an aggregate of \$1.3 million in cash to holders of 1,732,460 shares of its Series A Cumulative Convertible Exchangeable Preferred Stock (the "Preferred Stock") to induce those holders to convert their preferred shares into 2,273,564 common shares in accordance with the original conversion terms of the Preferred Stock. The payments were made in conjunction with individually negotiated transactions as well as a general inducement offer made during the period. On April 19, 1999 (subsequent to these induced transactions), the Company called the remaining outstanding Preferred Stock for redemption. As a result, 265,376 shares of Preferred Stock were then voluntarily converted by their holders into 348,406 common shares. On May 19, 1999 the Company redeemed the then remaining outstanding 2,164 shares of Preferred Stock for cash (including accrued and unpaid dividends) of \$26.678 per preferred share. The Company currently has no shares of Preferred Stock outstanding.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

(5) Earnings Per Share

Basic and diluted earnings per share were calculated as follows:

	Quarter Ended June 30,		Nine Months Ended June 30,	
	1999	1998	1999	1998
Earnings				
Net income	\$ 10,252	\$ 5,621	\$23,022	\$11,246
Less: Dividends and other payments to preferred shareholders	36	1,000	3,343	3,000
Net income applicable to common shareholders	\$ 10,216	\$ 4,621	\$19,679	\$ 8,246
Basic:				
Net income applicable to common shareholders	\$ 10,216	\$ 4,621	\$19,679	\$ 8,246
Weighted average number of common shares outstanding	8,285	5,886	6,908	5,857
Basic earnings per share	\$ 1.23	\$ 0.79	\$ 2.85	\$ 1.41
Diluted:				
Net income applicable to common shareholders	\$ 10,216	\$ 4,621	\$19,679	\$ 8,246
Add back: Payments to preferred shareholders	36	1,000	3,343	3,000
Adjusted net income applicable to common shareholders	\$ 10,252	\$ 5,621	\$23,022	\$11,246
Weighted average number of common shares outstanding	8,285	5,886	6,908	5,857
Effect of dilutive securities-				
Assumed conversion of Preferred Stock	274	2,625	1,647	2,625
Restricted stock	273	143	268	173
Options to acquire common stock	87	118	99	82
Diluted weighted common shares outstanding	8,919	8,772	8,922	8,737
Diluted earnings per share	\$ 1.15	\$ 0.64	\$ 2.58	\$ 1.29

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

(6) Credit Agreement

The Company maintains a revolving line of credit with a group of banks. The credit facility provides for up to \$200 million of unsecured borrowings. Borrowings under the credit facility generally bear interest at a fluctuating rate based upon the corporate base rate of interest announced by the lead bank, the federal funds rate or LIBOR. All outstanding borrowings will be due in November 2002. The credit facility contains various operating and financial covenants. Each of the Company's significant subsidiaries is a guarantor under the credit facility.

(7) Acquisitions

In December 1998, the Company acquired the assets of the homebuilding operations of Trafalgar House Property, Inc. ("THPI") for approximately \$90 million in cash. The Company funded this acquisition with borrowings under the Credit Facility. The acquisition has been accounted for as a purchase and, accordingly the purchase price has been tentatively allocated to reflect the fair value of assets and liabilities acquired. Such allocation resulted principally in a reduction in inventory from THPI's historical carrying value and no residual goodwill.

The following unaudited pro forma financial data give effect to Beazer's acquisition of THPI as if it had occurred on the first day of each period presented. The pro forma financial data is provided for comparative purposes only and are not necessarily indicative of the results which would have been obtained if the THPI acquisition had been effected during the periods presented. This pro forma financial information reflects purchase accounting adjustments necessary for the acquisition, including a reduction in gross margin for homes closed in the period immediately following the acquisition date.

	Nine Months Ended June 30,	
	----- 1999 ----	----- 1998 ----
Total revenues	\$ 974,827	\$ 741,567
Net income	23,739	13,517
Net income per share		
Basic	\$ 2.95	\$ 1.80
Diluted	\$ 2.66	\$ 1.55

In October 1998, the Company acquired the assets of Snow Construction, Inc. in Orlando, Florida for approximately \$1.8 million.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

In November 1997 the Company acquired the assets of the Orlando, Florida homebuilding operations of Calton Homes of Florida, Inc. for approximately \$16.8 million. The allocation of the purchase price resulted in approximately \$3.9 million of goodwill.

(8) Recent Accounting Pronouncements

In June 1997, the FASB issued Statement No. 131, "Disclosures about Segments of an Enterprise and Related Information," ("SFAS 131"). SFAS 131 will be effective for the Company's 1999 annual financial statements. The Company does not expect a significant effect on the presentation of its financial information under SFAS 131.

In June 1998, the FASB issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 (as now amended) is effective for years beginning after June 15, 2000. The Company has not yet completed an analysis of the effect of this standard on its financial statements.

BEAZER HOMES USA, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

OVERVIEW:

Beazer Homes USA, Inc. (the "Company" and "Beazer") designs, builds and sells single family homes in the Southeast, Southwest, Central and (following its December 4, 1998 acquisition of Trafalgar House, see below) Mid-Atlantic regions of the United States. The Company's Southeast Region includes Georgia, North Carolina, South Carolina, Tennessee and Florida; its Southwest Region includes Arizona, California and Nevada; its Central Region includes Texas; and its Mid-Atlantic region includes Maryland, New Jersey and Virginia. The Company intends, subject to market conditions, to expand in its current markets and to consider entering new markets through expansion from existing markets ("satellite expansion") or through acquisitions of established regional homebuilders.

In October 1998, the Company acquired the assets of Snow Construction, Inc., in Orlando, Florida for approximately \$1.8 million. On December 4, 1998 the Company acquired certain assets of the homebuilding operations of Trafalgar House Property, Inc. ("Trafalgar House") for approximately \$90 million in cash.

The Company's homes are designed to appeal primarily to entry-level and first move-up home buyers, and are generally offered for sale in advance of their construction. The majority of homes are sold pursuant to standard sales contracts entered into prior to commencement of construction. Once a contract has been signed, the Company classifies the transaction as a "new order." Such sales contracts are usually subject to certain contingencies such as the buyer's ability to qualify for financing. Homes covered by such sales contracts are considered by the Company as its "backlog." The Company does not recognize revenue on homes in backlog until the sales are closed and the risk of ownership has been transferred to the buyer.

Through its subsidiary, Beazer Mortgage Corp. ("Beazer Mortgage"), the Company originates mortgages principally for homebuyers of Beazer. Beazer Mortgage does not hold or service the mortgages.

During fiscal 1998, the Company entered into a joint venture agreement with Corporacion GEO, the largest builder of affordable homes in Mexico, to build homes in the United States. The joint venture, which operates under the name Premier Communities will focus exclusively on the development, construction and sale of affordable housing throughout the U.S., initially priced between \$35,000 and \$55,000. The joint venture is owned 60% by Corporacion GEO and 40% by Beazer. Development has begun on Premier Communities' first community, Oasis Ranch, in El Paso, Texas. The Company does not anticipate a significant contribution from the joint venture in fiscal 1999.

BEAZER HOMES USA, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS:

	Three Months Ended June 30,			Nine Months Ended June 30,		
	1999		1998	1999		1998
	Amount	%	Amount	Amount	%	Amount
	Change			Change		
Number of new orders, net of cancellations: (a)						
Southeast region	880	14.7 %	767	2,435	14.5 %	2,126
Southwest region	778	(19.9)	971	2,254	(13.4)	2,602
Central region	147	(40.0)	245	355	(42.6)	619
Mid-Atlantic region	329	n/a	-	797	n/a	-
Total	2,134	7.6	1,983	5,841	9.2	5,347
Number of closings:						
Southeast region	796	30.9 %	608	2,039	28.7 %	1,584
Southwest region	734	(2.1)	750	2,054	9.1	1,882
Central region	163	17.3	139	427	(3.4)	442
Mid-Atlantic region	268	n/a	-	638	n/a	-
Total	1,961	31.0	1,497	5,158	32.0	3,908
Total homebuilding revenue:						
Southeast region	\$ 133,118	36.8 %	\$ 97,285	\$ 339,795	34.2 %	\$ 253,292
Southwest region	143,083	28.9	111,044	374,821	38.2	271,135
Central region	28,482	22.1	23,325	76,130	2.4	74,329
Mid-Atlantic region	60,798	n/a	-	139,775	n/a	-
Total	\$ 365,481	57.8	\$ 231,654	\$ 930,521	55.4	\$ 598,756
Average sales price per home closed:						
Southeast region	\$ 167.2	4.5 %	\$ 160.0	\$ 166.6	4.2 %	\$ 159.9
Southwest region	194.9	31.7	148.1	182.5	26.7	144.1
Central region	174.7	4.1	167.8	178.3	6.0	168.2
Mid-Atlantic region	226.9	n/a	n/a	219.1	n/a	n/a
Total	186.4	18.8	156.9	180.4	15.3	156.5

(a) New orders for the nine months ended June 30, 1999 and 1998 do not include 555 and 96 homes, respectively, in backlog from businesses acquired.

BEAZER HOMES USA, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

	June 30,		
	1999		1998
	Amount	% Change	Amount
Backlog units at end of period:			
Southeast region	1,462	28.0 %	1,142
Southwest region	943	(21.4)	1,199
Central region	246	(36.1)	385
Mid-Atlantic region	644	n/a	-
Total	3,295	20.9	2,726
Aggregate sales value of homes in backlog at end of period:	\$ 612,552	39.5 %	\$ 438,996
Number of active subdivisions at end of period:			
Southeast region	112	(5.9)%	119
Southwest region	68	9.7	62
Central region	28	(15.2)	33
Mid-Atlantic region	42	n/a	-
Total	250	16.8	214

New Orders and Backlog: The increase in new orders for the three and nine month period ended June 30, 1999 compared to the same periods in 1998 reflects post-acquisition new orders from Trafalgar House. Excluding 329 and 797 new orders from Trafalgar House for the three and nine month periods ended June 30, 1999, respectively, the Company's new orders in its existing operations decreased by 9% and 6%, respectively. The decrease results primarily from comparisons to extremely strong prior year periods where new orders were up 24% and 29% for the three and nine month periods ended June 30, 1998, respectively. In addition the Company has raised prices in certain markets where labor and material availability constraints have increased the length of time necessary to build a home.

The number of homes in backlog at June 30, 1999 increased 21% compared to June 30, 1998 both as a result of the Trafalgar House acquisition and strong backlog levels entering both the quarter and year to date periods. Excluding 644 homes in backlog from Trafalgar House, the number of homes in backlog in the Company's existing operations at June 30, 1999 decreased 3% compared to the number of homes in backlog at June 30, 1998. The increase in the dollar value of backlog at June 30, 1999 is greater than that of the number of homes in backlog as a result of a 15% increase in the average price of homes in backlog.

BEAZER HOMES USA, INC.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

The following table provides additional details of revenues and certain expenses and shows certain items expressed as a percentage of certain components of revenues (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	1999	1998	1999	1998
Details of revenues and certain expenses:				

Revenues:				
Home sales	\$365,481	\$231,654	\$930,521	\$ 598,756
Land and lot sales	3,553	1,961	4,555	10,524
Mortgage operations	3,467	2,168	9,317	4,883
Intercompany elimination - mortgage	(2,070)	(972)	(4,508)	(2,403)
	-----		-----	
Total revenue	\$370,431	\$234,811	\$ 939,885	\$ 611,760
	-----		-----	
Cost of home construction and land sales				
Home sales	\$305,521	\$193,427	\$ 780,362	\$502,431
Land and lot sales	2,973	1,925	3,778	10,145
Intercompany elimination - mortgage	(2,070)	(972)	(4,508)	(2,403)
	-----		-----	
Total cost of home construction and land sales	\$306,424	\$194,380	\$ 779,632	\$ 510,173
	-----		-----	
Selling, general and administrative:				
Homebuilding operations	\$ 38,437	\$ 25,562	\$ 98,728	\$ 68,928
Mortgage origination operations	2,134	1,141	5,961	2,669
	-----		-----	
Total selling, general and administrative	\$ 40,571	\$ 26,703	\$104,689	\$ 71,597
	-----		-----	
Certain items as a percentage of revenues:				

As a percentage of total revenue:				
Costs of home construction and land sales	82.7%	82.8%	82.9%	83.4%
Amortization of previously capitalized interest	1.7%	2.1%	1.9%	2.0%
Selling, general and administrative				
Homebuilding operations	10.4%	10.9%	10.5%	11.3%
Mortgage operations	0.6%	0.5%	0.6%	0.4%
As a percentage of home sale revenue:				
Costs of home construction	83.6%	83.5%	83.9%	83.9%

BEAZER HOMES USA, INC.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Revenues: The increase in revenues for the three and nine months ended June 30, 1999 compared to the same periods in 1998 is the result of increased home closings in the Company's southeast and central regions and an additional 268 and 638 closings for the three and nine month periods, respectively, from the Trafalgar House operations acquired in December 1998. Higher backlog levels entering the current quarter and fiscal year were the primary reason for the increase. The average price of homes closed also increased in all of the Company's regions.

Cost of Home Construction: The cost of home construction as a percentage of home sales for both the three and nine month period in 1999 was consistent with the same periods in 1998 as a result of a continued strong economic environment and the continued benefits of profitability initiatives implemented over the past two years - principally design centers. These positive variances were offset by price increases in labor and certain building materials in each of the Company's markets.

Selling, General and Administrative Expense: The decrease in homebuilding selling, general and administrative expense as a percentage of total revenues for the quarter ended June 30, 1999 compared to the same period in the prior year is a result of higher revenues recognized on the fixed portion of such expense.

Mortgage Origination Operations: Beazer mortgage had pretax income of \$1.3 million and \$3.4 million for the quarter and nine months ended June 30, 1999 compared to \$1.0 million and \$2.2 million for the same periods in the prior year. The increase is attributable to the completion of the rollout of the Company's mortgage operations during fiscal 1998. Beazer Mortgage is now operating in substantially all of the Company's markets, other than its newly acquired Trafalgar House operations. The Company anticipates opening Beazer Mortgage branches in these acquired operations during fiscal 1999.

Income Taxes: The Company's effective income tax rate was 38.5% for both the three month periods ended June 30, 1999 and 1998.

BEAZER HOMES USA, INC.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

FINANCIAL CONDITION AND LIQUIDITY:

At June 30, 1999 the Company had \$62 million of outstanding borrowings under its \$200 million unsecured revolving credit facility. The Company fulfills its short-term cash requirements with cash generated from its operations and unused funds available from its unsecured revolving credit facility. Available borrowings under this credit agreement are limited to certain percentages of homes under contract, unsold homes, substantially improved lots and accounts receivable. At June 30, 1999 the Company had available additional borrowings of \$137.2 million under the credit agreement.

At June 30, 1999 the Company had \$215 million of outstanding senior debt. This debt is comprised of \$100 million of 8 7/8% Senior Notes, due in April 2008 and \$115 million of Senior Notes due in March 2004 (collectively, the "Senior Notes"). All significant subsidiaries of Beazer Homes USA, Inc. are guarantors of the Senior Notes and are jointly and severally liable for the Company's obligations under the Senior Notes. Separate financial statements and other disclosures concerning each of the significant subsidiaries are not included, as the aggregate assets, liabilities, earnings and equity of the subsidiaries equal such amounts for the Company on a consolidated basis and separate subsidiary financial statements are not considered material to investors. The total assets, revenues and operating profit of the non-guarantor subsidiaries are in the aggregate immaterial to the Company on a consolidated basis. Neither the Credit Facility nor the Senior Notes restrict distributions to Beazer Homes USA, Inc. by its subsidiaries.

The Company has utilized, and will continue to utilize, land options as a method of controlling and subsequently acquiring land. At June 30, 1999 the Company had 10,647 lots under option. At June 30, 1999, the Company had commitments with respect to option contracts with specific performance obligations of approximately \$55 million. The Company expects to exercise all of its option contracts with specific performance obligations and, subject to market conditions, substantially all of its options contracts without specific performance obligations.

During March and April, 1999, the Company paid an aggregate of \$1.3 million in cash to holders of 1,732,460 shares of its Series A Cumulative Convertible Exchangeable Preferred Stock (the "Preferred Stock") to induce those holders to convert their preferred shares into 2,273,564 common shares in accordance with the original conversion terms of the Preferred Stock. The payments were made in conjunction with individually negotiated transactions as well as a general inducement offer made during the period. On April 19, 1999 (subsequent to these induced transactions), the Company called the remaining outstanding Preferred Stock for redemption. As a result, 265,376 shares of Preferred Stock were then voluntarily converted by their holders into 348,406 common shares. On May 19, 1999 the Company redeemed the then remaining outstanding 2,164 shares of Preferred Stock for cash (including accrued and unpaid dividends) of \$26.678 per preferred share. The Company currently has no shares of Preferred Stock outstanding.

Management believes that the Company's current borrowing capacity at June 30, 1999 together with anticipated cash flows from its operations is sufficient to meet liquidity needs for the foreseeable future. There can be no assurance, however, that amounts available in the future from the Company's sources of liquidity will be sufficient to meet the Company's future capital needs. The amount and types of indebtedness that the Company

BEAZER HOMES USA, INC.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

may incur may be limited by the terms of the Indenture governing its Senior Notes and its Credit Agreement. The Company continually evaluates expansion opportunities through acquisition of established regional homebuilders and such opportunities may require the Company to seek additional capital in the form of equity or debt financing from a variety of potential sources, including additional bank financing and/or securities offerings.

OUTLOOK:

Beazer's record dollar backlog and the acquisition of Trafalgar House provides the Company confidence that absent significant adverse economic changes, fiscal 1999 new orders and closings will exceed those reported in fiscal 1998 and earnings will exceed \$4.00 per diluted share.

Year 2000 Compliance and Readiness Disclosures:

General: The Company recognizes the importance of the year 2000 issue and is taking a proactive approach intended to facilitate an appropriate transition into the year 2000. This proactive approach includes the following phases:

- o Allocation of Company resources to manage the approach,
- o Evaluation of the Company's information technology ("IT") systems and non-IT systems that include imbedded microprocessors (together the Company's "Internal Systems"),
- o Evaluation of IT and non-IT systems for principal vendors (principally subcontractors) and other service providers (together the Company's "External Systems"),
- o Evaluation of risk associated with Internal and External Systems compliance efforts,
- o Test all material Internal and External Systems as practicable,
- o Creation of contingency plans for non-compliance of either Internal or External Systems, and
- o Determination of the expected total cost of a complete state of readiness for the Company

State of Readiness: The Company is in the process of implementing a series of profitability initiatives including a streamlining of all Internal Systems. These efforts include updating the hardware and software being used by a majority of the Company's employees. All such purchases contemplated future Year 2000 issues and are considered compliant. As such, the Company's Year 2000 initiative has not required substantial investments as of June 30, 1999 and the Company does not believe it will require a substantial future investment.

The Company has allocated resources to the phased approach outlined above and has completed an inventory of Internal Systems and substantially completed an inventory of External Systems to determine those that do not properly recognize dates after December 31, 1999.

The Company's principal Internal Systems include its general systems architecture (local and wide area networks), common financial system, executive information system, payroll services system and cash management system. The Company is currently operating on the latest version of each of the listed systems (excluding architecture) and has received representations from the vendors indicating that they are year 2000 compliant. The Company is in the process of evaluating the compliance of its general systems architecture. Despite the certifications from the software vendors the Company will test compliance on its principal Internal Systems during fiscal 1999.

BEAZER HOMES USA, INC.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

The Company's principal External Systems include those of its subcontractors, significant raw material vendors, and general service providers such as telecommunications and power. The Company has substantially completed its evaluation of its significant subcontractors and raw material providers via inquiry. The Company has not performed its own tests on these systems, and no assurance can be given as to the compliance of these systems. Based on the information currently available, the company is not aware of any material non-compliance by its general service providers; however, the Company does not control these systems and cannot assure their compliance.

Costs: As of June 30, 1999, less than \$150,000 of outside consulting costs have been incurred related to the Company's Year 2000 initiatives. The Company will incur capital expenditures and internal staff costs as well as additional outside consulting expenditures related to this process. Based on currently available information, the Company does not expect the costs of these initiatives to exceed \$500,000.

Risks Presented by the Year 2000 Issue: The failure by the Company to appropriately address a material Year 2000 issue within its Internal Systems, or the failure by any third party to address an External System could have a material adverse impact on the Company's financial condition, liquidity or results of operations. To date, however, the Company has not identified any material Internal or External System that presents a significant risk of not being year 2000 ready for which a suitable alternative does not exist. With continued evaluation, however, the Company may identify an Internal or External System that presents a risk for a Year 2000 disruption in operations. The homebuilding construction process by nature is a labor intensive and could operate for a limited time in a manual environment. At this time, the Company believes the most likely worst case scenario for the Company would result if there were a significant disruption in services provided by banking institutions, utility service providers, or certain government agencies which could inhibit the ability of the Company to deliver finished homes to its customers.

Contingency Plans: The Company is in the process of identifying contingency plans that would allow for the construction and delivery of homes to customers should any of the Company's Internal or External Systems fail. These contingency plans will consist of construction and raw material scheduling arrangements and potential alternative financing options for homebuyers.

All statements relating to the Year 2000 issue made in Forms 10-K, 10-Q or Registration Statements filed by the Company with the Securities and Exchange Commission after January 1, 1996 are hereby incorporated by reference and designated as Year 2000 Readiness Disclosures.

Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995:

This quarterly report on form 10Q contains "forward-looking statements" within the meaning of the federal securities laws. These forward-looking statements include, among others, statements concerning the Company's outlook for future quarters including projected earnings per share for fiscal 1999, overall and market specific volume trends, pricing trends and forces in the industry, cost reduction strategies and their results, the Company's expectations as to funding its capital expenditures and operations during 1999, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. The forward-looking statements in this report are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the statements. The most significant factors that could cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the following:

- o Economic changes nationally or in one of the Company's local markets
- o Volatility of mortgage interest rates
- o Increased competition in some of the Company's local markets
- o Shortages of skilled labor or raw materials used in the production of houses in one of the Company's local markets
- o Increased prices for labor, land and raw materials used in the production of houses
- o Increased land development cost on projects under development
- o Any delays in reacting to changing consumer preference in home design
- o Delays or difficulties in implementing the Company's initiatives to reduce its production and overhead cost structure
- o Delays in land development or home construction resulting from adverse weather condition in one of the Company's local markets.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

27 Financial Data Schedule

(b) Reports on Form 8-K:

The Company did not file any reports on Form 8-K during the quarter ended June 30, 1999.

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.

Beazer Homes USA, Inc.

Date: August 11, 1999

By: /s/ David S. Weiss

Name: David S. Weiss
Executive Vice President and
Chief Financial Officer

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE COMPANY'S QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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9-MOS			
	SEP-30-1999		
	OCT-01-1998		
	JUN-30-1999		0
		0	
		21,688	
		0	
		563,059	
		0	
			12,657
		0	
		622,594	
		0	
			215,000
		0	
			0
			122
		219,644	
622,594			
			939,885
	939,885		
			797,401
		902,090	
		364	
		0	
		0	
		37,432	
		14,410	
23,022			
		0	
		0	
			0
		23,022	
		2.85	
		2.58	

THE COMPANY PRESENTS A CONDENSED BALANCE SHEET.