

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

## FORM 8-K

### CURRENT REPORT

Pursuant to the Indenture governing the Company's 6.875% Senior Notes due 2021  
and Indenture governing the Company's 6.750% Senior Notes due 2025

Date of Report (Date of earliest event reported): March 6, 2019

### 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 2.02 Results of Operations and Financial Condition.

Ashton Woods USA L.L.C. (the “Company”) intends to discuss the following updated financial and operating information during meetings with certain investors and analysts in advance of the release of its full financial results for the quarter ended February 28, 2019.

The Company’s preliminary homes closed, net new home orders and backlog on a monthly basis during and for the quarter ended February 28, 2019 compared to the months and quarter ended February 28, 2018 were as follows:

Data	Month Ended			Quarter Ended
	December 31	January 31	February 28	February 28
<b>Homes Closed:</b>				
2019	272	284	402	958
2018	257	265	305	827
<b>Net New Home Orders:</b>				
2019	297	311	397	1,005
2018	298	344	337	979
<b>Backlog:</b>				
2019				1,381
2018				1,705

The Company had 133 active communities as of February 28, 2019, compared to 136 active communities as of February 28, 2018. The Company’s active communities as of February 28, 2019 were comprised of 109 Ashton Woods communities and 24 Starlight Homes communities. In addition to the active communities, as of February 28, 2019 the Company had 129 start-up communities, comprised of 78 Ashton Woods communities and 51 Starlight Homes communities, and 40 close out communities, comprised of 38 Ashton Woods communities and two Starlight Homes communities.

The Company had monthly sales per average active community of 2.6 for the three months ended February 28, 2019, a 10.2% increase compared to monthly sales per average active community for the three months ended February 28, 2018. The Company’s monthly sales per average active community increased 10.7% in December 2018 as compared to December 2017, decreased 2.1% in January 2019 as compared to January 2018 and increased 23.2% in February 2019 as compared to February 2018. For the monthly sales per average active communities data for the three months ended February 28<sup>th</sup>, average active communities is calculated using the average of the November 30<sup>th</sup> and February 28<sup>th</sup> quarter-end active community counts. For the monthly sales per average active communities data for the individual months of December, January and February, average active communities is calculated using the average of active community count at the respective month-end and at the respective prior month-end.

The foregoing preliminary results are unaudited. They may be revised in the Company’s reported third quarter financial statements. They have not been reviewed by the Company’s independent public accountants. Accordingly, the reader should not place undue reliance on such preliminary information.

**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: March 6, 2019

ASHTON WOODS USA L.L.C.

By: /s/ Cory Boydston

Cory Boydston  
Chief Financial Officer