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

FORM 8-K

CURRENT REPORT

PURSUANT TO THE INDENTURE GOVERNING THE COMPANY'S 4.625% SENIOR NOTES DUE 2030, THE INDENTURE GOVERNING THE COMPANY'S 4.625% SENIOR NOTES DUE 2029 AND THE INDENTURE GOVERNING THE COMPANY'S 6.625% SENIOR NOTES DUE 2028

Date of Report (Date of earliest event reported): April 13, 2023

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, Georgia 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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Resignation

On April 13, 2023, Arden Karson notified Ashton Woods USA L.L.C. (the “Company”) of her resignation as a Class A director from the Company’s Board of Directors (the “Board”) and the Audit Committee of the Board, effective April 18, 2023. Ms. Karson’s decision was not due to any disagreement with the Company’s management or Board.

Director Appointment

On April 16, 2023, the Class A member of the Company elected and appointed David Kosoy to serve as a Class A director of the Company, effective April 18, 2023.

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.

Dated: April 18, 2023

ASHTON WOODS USA L.L.C.

By: /s/ Zachary Sawyer
Zachary Sawyer
Chief Financial Officer