

HOVNANIAN ENTERPRISES INC

Form 8-K

October 18, 2011

**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): October 17, 2011  
HOVNANIAN ENTERPRISES, INC.  
(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
(State or Other  
Jurisdiction  
of Incorporation)

**1-8551**  
(Commission File Number)

**22-1851059**  
(I.R.S. Employer  
Identification No.)

**110 West Front Street  
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))
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Item 8.01. Other Events.

On October 17, 2011, Hovnanian Enterprises, Inc. ( Hovnanian ) issued a press release relating to the previously announced private exchange offers and consent solicitation of K. Hovnanian Enterprises, Inc., a wholly-owned subsidiary of Hovnanian. In the press release, Hovnanian announced, among other things, an increase in the total consideration with respect to the exchange offers for certain series of its senior notes, the extension of the Early Tender and Consent Time, and, in the case of exchange offers for certain series of its senior notes, the Withdrawal and Revocation Deadline, and has announced the amount of senior notes validly tendered and not validly withdrawn, by series, as of 5:00 pm, New York City time, on October 17, 2011.

The exchange offers and consent solicitation are being made within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and outside the United States to non-U.S. investors pursuant to Regulation S. The new secured notes being offered have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The information contained in this report does not constitute an offer to sell or the solicitation of an offer to buy senior notes or new secured notes subject to the exchange offers in any jurisdiction in which such an offer or sale would be unlawful.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit 99.1 Press Release dated October 17, 2011.

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: October 18, 2011

INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Exhibit</b>
Exhibit 99.1	Press Release dated October 17, 2011. 4