

BEAZER HOMES USA INC
Form SC 13G/A
February 14, 2014

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
2)*

Beazer Homes
USA, Inc.
(Name of Issuer)

Common Stock,
par value \$0.001
per share
(Title of Class of
Securities)

07556Q881
(CUSIP Number)

December 31,
2013
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the

rule pursuant to
which this
Schedule 13G is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 4
Pages)

*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 the purpose 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).

CUSIP No. 07556Q881 13G/A Page 2 of 4 Pages

1	NAMES OF REPORTING PERSONS
2	Highbridge Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	State of Delaware SOLE VOTING POWER
5	0 SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	192 shares of Common Stock SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	192 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

10 192 shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 Less than 0.01%
TYPE OF
REPORTING
PERSON

OO

CUSIP No. 07556Q881 13G/A Page 3 of 4 Pages

This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G originally filed on October 15, 2012 (as amended, the "Schedule 13G"), with respect to the shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Beazer Homes USA, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(a), 2(b), 2(c), 4(a) and 4(b) in their entirety as set forth below.

Item 2(a). NAME OF PERSON FILING:

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Item 2(c). CITIZENSHIP:

This statement is filed by:

Highbridge Capital Management, LLC

40 West 57th Street, 33rd Floor

New York, New York 10019

Citizenship: State of Delaware

The foregoing is hereinafter sometimes referred to as the "Reporting Person."

Item 4. OWNERSHIP.

(a) Amount beneficially owned:

As of December 31, 2013, (i) Highbridge Capital Management, LLC, as the trading manager of STAR L.P. (a statistical arbitrage strategy) (the "Highbridge Fund"), may be deemed to be the beneficial owner of the 192 shares of Common Stock held by the Highbridge Fund.

(b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 25,358,677 shares of Common Stock issued and outstanding as of December 13, 2013, as disclosed in the Company's Schedule 14A filed with the Securities and Exchange Commission on December 20, 2013. Therefore, as of December 31, 2013, based on the Company's outstanding shares of Common Stock, Highbridge Capital Management, LLC may be deemed to beneficially own less than 0.01% of the outstanding shares of Common Stock of the Company.

The foregoing should not be construed in and of itself as an admission by the Reporting Person as to beneficial ownership of the shares of Common Stock held by the Highbridge Fund.

CUSIP No. 07556Q881 13G/A Page 4 of 4 Pages

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, 2014

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva

Name John Oliva

Title Managing Director