

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-12.

Hovnanian Enterprises, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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AMENDMENT TO PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 24, 2020

EXPLANATORY STATEMENT

Hovnanian Enterprises, Inc. (the “Company”) is issuing this amendment to its proxy statement dated February 7, 2020 (the “Proxy Statement”) in connection with the Company’s Annual Meeting of Shareholders to be held on March 24, 2020 (the “2020 Annual Meeting”) to clarify certain language in connection with the acceleration of awards pursuant to the 2020 Hovnanian Enterprises, Inc. Stock Incentive Plan (the “2020 Plan”), as described in Proposal 3, to conform to the language contained in the 2020 Plan, which is included as Appendix A to the Proxy Statement. Corresponding changes are deemed made wherever applicable to the Proxy Statement. Except as specifically amended hereby, all information in the Proxy Statement remains unchanged.

The third sentence under “Material Features of the 2020 Plan—Awards” of Proposal 3 (Approval of the 2020 Hovnanian Enterprises, Inc. Stock Incentive Plan) is amended to read: “However, the Committee retains the ability under the 2020 Plan to waive terms and conditions applicable to an Award after the time of grant (including with respect to the ability to accelerate or waive vesting conditions) in connection with a Participant’s death or disability.”

If you have already submitted a proxy and do not wish to change your vote, you do not need to take any further action. If you have submitted a proxy and wish to change your vote and are a shareholder of record, you may change your vote and revoke your proxy by (1) delivering written notice of revocation to Michael Discafani, Secretary, provided such statement is received no later than March 23, 2020, (2) voting again by Internet or telephone before the closing of voting facilities at 11:59 p.m. (Eastern Time) on March 23, 2020, (3) submitting a properly signed proxy card with a later date that is received no later than March 23, 2020 or (4) revoking your proxy and voting in person at the 2020 Annual Meeting. If you hold your shares in street name, you may submit new voting instructions by contacting your bank, broker or other nominee. You may also change your vote or revoke your proxy in person at the 2020 Annual Meeting if you obtain a signed proxy from the record holder (broker or other nominee) giving you the right to vote the shares. Please note that attendance at the 2020 Annual Meeting will not by itself revoke a proxy.

WHETHER OR NOT YOU EXPECT TO ATTEND THE 2020 ANNUAL MEETING, WE URGE YOU TO SUBMIT A PROXY FOR YOUR SHARES BY INTERNET OR TELEPHONE OR BY SIGNING, DATING AND RETURNING A PROXY CARD, AS APPLICABLE, AS DESCRIBED IN THE PROXY STATEMENT. IF YOUR SHARES ARE HELD IN A BANK OR BROKERAGE ACCOUNT, PLEASE REFER TO THE MATERIALS PROVIDED BY YOUR BANK OR BROKER FOR VOTING INSTRUCTIONS.