

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

FORM 8-A/A

(Amendment No. 2)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HOVNANIAN ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

22-1851059

(I.R.S. Employer
Identification No.)

90 Matawan Road, Fifth Floor
Matawan, New Jersey

(Address of principal executive offices)

07747

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Preferred Stock Purchase Rights

The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: _____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

EXPLANATORY NOTE

This Amendment No. 2 hereby further amends the registration statement on Form 8-A filed by Hovnanian Enterprises, Inc. (the “**Company**”) with the Securities and Exchange Commission (the “**SEC**”) on August 14, 2008, as amended by the amended registration statement on Form 8-A/A filed by the Company with the SEC on January 11, 2018, by supplementing Items 1 and 2 with the following.

Item 1. Description of Registrant’s Securities to be Registered.

On January 18, 2021, the Company entered into Amendment No. 2 to the Rights Agreement (the “**Amendment**”), which amends the Rights Agreement, dated as of August 14, 2008 (the “**Rights Agreement**”), between the Company and Computershare Trust Company, N.A. (as successor to National City Bank), as Rights Agent, as amended by Amendment No. 1, dated January 11, 2018 (“**Amendment No. 1**”).

Under the Amendment, (i) each preferred stock purchase right, if exercisable, will initially represent the right to purchase from the Company one ten-thousandth of a share of the Company’s Series B Junior Preferred Stock, par value \$0.01 per share (the “**Series B Preferred Stock**”), for a purchase price of \$171.85 (the “**Purchase Price**”) (which Purchase Price was modified in light of the trading price of the Company’s Class A Common Stock since the adoption of Amendment No. 1, after giving effect to the Company’s 1-for-25 reverse stock split effected on March 29, 2019), (ii) the Final Expiration Date (as defined in the Rights Agreement) will be extended to August 14, 2024 (or August 14, 2022 if the stockholders of the Company have not approved the Amendment by such date), (iii) in the event rights certificates are distributed, such certificates will not need to be affixed with a corporate seal and may be signed by electronic signature and (iv) notwithstanding any prior adjustments, each share of the Company’s Class A Common Stock and Class B Common Stock entitles the holder thereof to one right, representing the right to purchase from the Company one ten-thousandth of a share of Series B Preferred Stock at the Purchase Price (subject to certain adjustments).

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 4.1 hereto, and is incorporated herein by reference, Amendment No. 1, which is filed as Exhibit 4.2 hereto, and is incorporated herein by reference, and the Rights Agreement, which is filed as Exhibit 4.3 hereto, and is incorporated herein by reference.

Item 2. Exhibits.

Exhibit Number	Description of Documents
4.1	<u>Amendment No. 2 to Rights Agreement, dated as of January 18, 2021, between the Company and Computershare Trust Company, N.A. (as successor to National City Bank), as Rights Agent, which includes the amended and restated Form of Rights Certificate as Exhibit 1 and the amended and restated Summary of Rights as Exhibit 2 (incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, filed on January 19, 2021).</u>
4.2	<u>Amendment No. 1 to Rights Agreement, dated as of January 11, 2018, between the Company and Computershare Trust Company, N.A. (as successor to National City Bank), as Rights Agent, which includes an amended and restated Form of Rights Certificate as Exhibit 1 and an amended and restated Summary of Rights as Exhibit 2 (incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, filed on January 11, 2018).</u>
4.3	<u>Rights Agreement, dated as of August 14, 2008, between the Company and Computershare Trust Company, N.A. (as successor to National City Bank), as Rights Agent, which includes the Form of Certificate of Designation as Exhibit A, Form of Rights Certificate as Exhibit B and the Summary of Rights as Exhibit C (incorporated herein by reference to Exhibit 4.1 to the Company’s Registration Statement on Form 8-A, filed on August 14, 2008).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

HOVNANIAN ENTERPRISES, INC.

(Registrant)

By: /s/ J. Larry Sorsby

Name: J. Larry Sorsby

Title: Executive Vice President and Chief Financial Officer

Date: January 19, 2021