

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)

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AMENDMENT TO PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 30, 2021

EXPLANATORY STATEMENT

Hovnanian Enterprises, Inc. (the “Company”) is issuing this amendment to its proxy statement dated February 12, 2021 (the “Proxy Statement”) in connection with the Company’s Annual Meeting of Shareholders to be held on March 30, 2021 (the “2021 Annual Meeting”) to amend certain language in connection with the exercisability of options pursuant to the Amended and Restated 2020 Hovnanian Enterprises, Inc. Stock Incentive Plan (the “2020 Plan”), as described in Proposal 3 and set forth in Appendix A of 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 second sentence of Section 6(b) of the 2020 Plan (which currently provides for the limited ability of the Company’s chief executive officer to accelerate the exercisability of stock options under certain circumstances) is hereby deleted in its entirety as follows (deletions of text are indicated by strike-outs):

(b) Exercisability. Options granted under the Plan shall be exercisable at such time and upon such terms and conditions as may be determined by the Committee, but in no event shall an Option be exercisable more than ten years after the date it is granted. ~~If the chief executive officer of the Company is a member of the Board, the Board by specific resolution may constitute such chief executive officer as a committee of one which shall have the authority to accelerate the date after which Options may be exercised in whole or in part.~~

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 Elizabeth Tice, Secretary, provided such statement is received no later than March 29, 2021, (2) voting again by Internet or telephone before the closing of voting facilities at 11:59 p.m. (Eastern Time) on March 29, 2021, (3) submitting a properly signed proxy card with a later date that is received no later than March 29, 2021 or (4) revoking your proxy and voting in person at the 2021 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 2021 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 2021 Annual Meeting will not by itself revoke a proxy.

WHETHER OR NOT YOU EXPECT TO ATTEND THE 2021 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.