HOVNANIAN ENTERPRISES INC
Form 8-K
December 03, 2018
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): **November 29, 2018**

HOVNANIAN ENTERPRISES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware		**22-1851059**
(State or Other Jurisdiction of Incorporation)	**1-8551** (Commission File Number)	(IRS Employer Identification No.)

90 Matawan Road, Fifth Floor

Matawan, New Jersey 07747
(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 29, 2018, the Board of Directors of Hovnanian Enterprises, Inc. (the "Company") approved an amendment and restatement of the Company's Amended and Restated By-laws (as so amended and restated, the "Bylaws"), which changes were effective immediately upon approval. The Bylaws were amended and restated to make certain technical and conforming amendments, including with respect to setting the number of directors of the Company by resolution and the issuance of lost, stolen or destroyed stock certificates. The Bylaws were also updated to include language that mirrors the General Corporation Law of the State of Delaware regarding the ability of the Board of Directors to act by written consent and to add language to the indemnification provision regarding actions commenced by an officer or director of the Company.

The foregoing summary of the amendment and restatement is qualified in its entirety by reference to the Bylaws, a copy of which is attached hereto as Exhibit 3(ii) and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d)
Exhibits.

Exhibit 3(ii)	Amended and Restated By-laws of Hovnanian Enterprises, Inc., effective as of November 29, 2018 (filed herewith).

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/ Michael Discafani
Name: Michael Discafani

Title: Vice President, Corporate Counsel and Secretary

Date: December 3, 2018