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HOVNIANIAN ENTERPRISES INC

Form 8-K/A

February 19, 2002

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

Form 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 10, 2002

HOVNIANIAN ENTERPRISES, INC.
(Exact Name of registrant specified in its charter)
Delaware (State or other Jurisdiction of Incorporation)

1-8551 (Commission File Number)

22-1851059 (I.R.S. Employer Identification No.)

10 Highway 35, P.O. Box 500
Red Bank, New Jersey 07701
(Address of principal executive offices)

Registrant's telephone number:
(732) 747-7800

This form 8-K/A of Hovnianian Enterprises, Inc., a Delaware corporation ("Hovnianian" or the "Registrant"), constitutes Amendment No. 1 to Hovnianian's Current Report on Form 8-K, which was filed with the Securities and Exchange Commission on January 24, 2002 (the "Form 8-K"). This amendment sets forth the information required by Items 7(a) and 7(b) omitted from the Form 8-K. Item 2. Acquisition or Disposition of Assets. On January 10, 2002, Hovnianian completed its acquisition of the California homebuilding operations of The Forecast Group, L.P., a privately held, single family homebuilder headquartered in Rancho Cucamonga, California ("Forecast").

The total equity value of Hovnianian's acquisition of Forecast was approximately \$176.5 million, paid by the issuance of 2,208,738 shares of Hovnianian's Class A Common Stock plus approximately \$131.0 million in cash. Hovnianian also repaid approximately \$88 million of Forecast's indebtedness. The purchase price is subject to adjustment based on Forecast's earnings through January 31, 2002. Additionally, and subject to option contracts, for a period of three years following January 10, 2002, Hovnianian will have the option to purchase certain land parcels retained by the principal owner of Forecast valued at \$49 million.

Copies of the Asset Purchase Agreement and the Securities Purchase Agreement each dated as of January 4, 2002 and a copy of the related press release dated January 11, 2002 were previously filed as Exhibits 2.1, 2.2 and 99.1, respectively, and are hereby incorporated by reference. Item 7. Financial Statements, Pro Forma Financial Information and Exhibits (a) Financial Statements of Business Acquired.

Consolidated financial statements of Forecast and its consolidated subsidiaries as of October 31, 2000 and 2001 and the years then ended are incorporated by reference herein to Forecast's annual report for the

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fiscal year ended October 31, 2001 on Form 10K (Commission File No. 33-72106).

(b) Pro Forma Financial Information.

The following unaudited pro forma consolidated financial statements of Hovnianian give effect to the acquisition of the California homebuilding operations of Forecast (less holdback land with a book value amounting to \$40 million as described below) and Hovnianian using the purchase method of accounting. The unaudited pro forma consolidated financial statements are based on the historical audited consolidated financial statements of Hovnianian and audited Forecast consolidated financial statements each at October 31, 2000 and 2001. The unaudited pro forma consolidated financial statements are based on the estimates and assumptions set forth in the notes, including Hovnianian management's estimates of the value of the tangible and intangible assets acquired. Under the terms of the agreement, Hovnianian's acquisition of Forecast was approximately \$178 million, which includes an estimated adjustment based on Forecast earnings through January 31, 2002, plus an additional \$18.5 million representing a three year consulting agreement, a three year right of first refusal agreement, and two option agreements. Of this total amount, \$45.5 million was paid by the issuance of 2,208,738 shares of Hovnianian's Class A Common Stock, based on the average closing share price of \$20.60 for the five business days ending on January 7, 2002. The balance was paid in cash. Hovnianian also repaid approximately \$88 million of Forecast's indebtedness as of the acquisition date. Additionally, \$40 million representing certain parcels of land were held back from the initial acquisition of assets. Hovnianian signed option contracts with terms up to three years to purchase these held back parcels of land.

The unaudited pro forma consolidated balance sheets assumes that the acquisition took place on October 31, 2001. The unaudited pro forma consolidated statements of income assumes that the acquisition took place as of November 1, 2000.

The unaudited pro forma consolidated financial statements, are presented for illustrative purposes only and are not indicative of the consolidated financial position or results of operations of future periods that actually would have been realized had Hovnianian and Forecast been a consolidated company during the specific periods. The unaudited pro forma consolidated financial statements, including the notes thereto, should be read in conjunction with the historical consolidated financial statements of (i) Hovnianian as filed in its Form 10-K for the year ended October 31, 2001 and (ii) Forecast as filed in its Form 10-K for the year ended October 31, 2001.

HOVNIANIAN ENTERPRISES INC. AND CONSOLIDATED SUBSIDIARIES
 UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEETS
 OCTOBER 31, 2001
 (In Thousands)

	Hovnianian	Forecast	Adjustments	Pro Forma October 31, 2001
	-----	-----	-----	-----
ASSETS				
HOMEBUILDING:				
Cash & Equivalents	\$ 10,173	\$ 30,869	\$ (30,869) 1,2,4,5	\$ 10,173
Inventory	740,114	200,770	(17,009) 1,2,3	923,875
Receivables & Deposits	75,802	6,724	(4,049) 1,4	78,477
PPE - net	30,756	419	(24) 1	31,151

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Senior Rentals	9,890			9,890
Goodwill	32,618		60,519 2	93,137
Prepays & Other	46,178	1,012	12,500 2	59,690
	-----	-----	-----	-----
Total Homebuilding	945,531	239,794	21,068	1,206,393
FINANCIAL SERVICES	118,008			118,008
INCOME TAXES RECEIVABLE	719			719
	-----	-----	-----	-----
TOTAL ASSETS	\$ 1,064,258	\$ 239,794	\$ 21,068	\$ 1,325,120
	=====	=====	=====	=====
LIABILITIES & EQUITY				
HOMEBUILDING:				
Land Mortgages	\$ 10,086			\$ 10,086
Accounts Payable				
& Other	124,125	\$ 48,643	\$ (618) 1	172,150
Customer's Deposits	39,114			39,114
Operating Property				
Mortgages	3,404			3,404
	-----	-----	-----	-----
Total Homebuilding	176,729	48,643	(618)	224,754
	-----	-----	-----	-----
FINANCIAL SERVICES	103,569			103,569
	-----	-----	-----	-----
NOTES PAYABLE:				
Revolving Credit				
Agreement		50,029	117,308 5	167,337
Senior & Subordinated				
Notes	396,544			396,544
Accrued Interest	11,770			11,770
	-----	-----	-----	-----
Total Notes	408,314	50,029	117,308	575,651
	-----	-----	-----	-----
Total Liabilities	688,612	98,672	116,690	903,974
	-----	-----	-----	-----
PARTNERS' CAPITAL		141,122	(141,122) 1, 2, 3	
	-----	-----	-----	-----
STOCKHOLDERS' EQUITY:				
Class A Common Stock	246		22 2	268
Class B Common Stock	78			78
Paid in Capital	100,957		45,478 2	146,435
Retained Earnings	310,106			310,106
Deferred Compensation	(127)			(127)
Treasury Stock	(35,614)			(35,614)
	-----	-----	-----	-----
Total Equity	375,646		45,500	421,146
	-----	-----	-----	-----
TOTAL LIAB & EQUITY	\$ 1,064,258	\$ 239,794	\$ 21,068	\$ 1,325,120
	=====	=====	=====	=====

HOVNIANIAN ENTERPRISES INC. AND CONSOLIDATED SUBSIDIARIES
 UNAUDITED CONSOLIDATED PRO FORMA STATEMENTS OF INCOME
 YEAR ENDED OCTOBER 31, 2001
 (In Thousands Except Per Share)

	Hovnianian	Forecast	Adjustments	Pro Form Year Ended October 31, 2001
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REVENUES:

Homebuilding:

Sale of Homes	\$ 1,693,717	\$ 482,115	\$ (2,578) 1	\$ 2,173,254
Land Sales & Other Revenues	16,818	25,118	(9,772) 1	32,164
	-----	-----	-----	-----
Total Homebuilding	1,710,535	507,233	(12,350)	2,205,418
Financial Services	31,428			31,428
	-----	-----	-----	-----
Total Revenues	1,741,963	507,233	(12,350)	2,236,846
	-----	-----	-----	-----

EXPENSES:

Homebuilding:

Cost of Sales	1,355,354	382,564	(5,734) 1,6,9	1,732,184
Selling, General & Administrative	140,126	52,073	(18,055) 1,6,7	174,144
Inventory Impairment Loss	4,368			4,368
	-----	-----	-----	-----
Total Homebuilding	1,499,848	434,637	(23,789)	1,910,696
Financial Services	21,443			21,443
Corporate General & Administrative	44,278			44,278
Interest	51,446		14,721 6,10	66,167
Other Operations	15,347	491	10,719 8	26,557
Restructure Charge	3,247			3,247
	-----	-----	-----	-----
Total Expenses	1,635,609	435,128	1,651	2,072,388
	-----	-----	-----	-----

INCOME BEFORE INCOME TAXES	106,354	72,105	(14,001)	164,458
TOTAL TAXES	42,668		23,299 11	65,967
	-----	-----	-----	-----
NET INCOME	\$ 63,686	\$ 72,105	\$ (37,300)	\$ 98,491
	=====	=====	=====	=====

EARNINGS PER SHARE:

Basic	\$ 2.38			\$ 3.39
Weighted Shares Outstanding	26,810		2,209 12	29,019
Diluted	\$ 2.29			\$ 3.28
Weighted Shares Outstanding	27,792		2,209 12	30,001

HOVNIANIAN ENTERPRISES, INC. AND CONSOLIDATED SUBSIDIARIES
 NOTES TO UNAUDITED PRO FORMA FINANCIAL STATEMENTS
 (In Thousands)

1. Adjustment represents the elimination of the Forecast assets, liabilities, partner's equity and operations not purchased by Hovnianian as follows:

ASSETS:

Cash and Equivalents	\$ 57
Inventory	4,753
Receivables & Deposits	169
PPE - Net	24

Total Assets	\$ 5,003
	=====

LIABILITIES & EQUITY:

Account Payable & Other	\$ 618
Partner's Capital	4,385

Total Liabilities & Equity	\$ 5,003
	=====

REVENUES:

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Sale of Homes	\$ 2,578
Land Sales & Other Revenues	9,772

Total Revenues	12,350

EXPENSES:	
Cost of Sales	9,968
Selling, General & administration	4,786

Total Expenses	14,754

Loss Before Income Taxes	\$ (2,404)
	=====

2. Adjustment represents the components of the purchase price and the elimination of \$40.0 million of holdback land (see 3 below) subject to an option to purchase. Under the terms of the agreements Hovnianian purchased the California assets (excluding the holdback properties) net of related liabilities of Forecast for approximately \$178 million plus expenses of which \$45.5 million was paid in Hovnianian Class A Common Stock and the balance in cash. In addition, Hovnianian entered into a two year consulting agreement with Forecast's former president, entered into two additional option agreements and secured a three year right of first offer for residential land developed by Forecast. The additional cost for these agreements was \$18.5 million which was paid in cash. The following table summarizes the calculation of the purchase price at October 31, 2001 and the recording of the acquisition using purchase accounting:

Acquisition Consideration:	
Cash	\$132,500
Class A Common Stock	45,500
Transaction Costs - Cash	1,000
Other Agreements - Cash	18,500

Total Purchase Price	\$197,500
	=====

Purchase Accounting:	
Partner's Capital	\$ 96,737
Inventory Step Up	21,744
Goodwill	60,519
Inventory - Option costs	6,000
Other Assets	12,500

Total Purchase Accounting	\$197,500
	=====

3. Adjustment represents the elimination of \$40.0 million of holdback land subject to an option purchase agreement.
4. Adjustment represents the payoff of Forecast related party receivables amounting to \$3.88 million.
5. Adjustment represents the draw on Hovnianian's line of credit to pay the cash portion of the purchase price and pay off Forecast existing debt. The draw amount is net of Forecast available cash.

Line of Credit Draw:	
Purchase Price	\$152,000
Forecast Existing Debt	50,029
Less Forecast Cash	(34,692)

Total Draw	\$167,337
	=====

6. Adjustment represents the reclassification of certain year ended October 31, 2001 Forecast expenses for a consistent classification with

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similar Hovnianian expenses as follows:

Cost of Sales:	
Commissions	\$ 6,089
Interest	(8,263)

Total Cost of Sales	\$ (2,174)
	=====
Selling, General & Administrative -	
Commissions	\$ (6,089)
	=====
Interest - Interest	\$ 8,263
	=====

7. Adjustment represents the elimination from Selling, General & Administrative Expense of \$7.18 million of Forecast administrative salaries and bonuses for the year ended October 31, 2001 related to associates that were excluded from the purchase.
8. Adjustment represents the amortization of goodwill over 10 years amounting to \$6.052 million, and the amortization of the right of first refusal over 3 years and consulting agreement over 2 years amounting to \$4.667 million to Other Expenses for the year ended October 31, 2001. On November 1, 2001 Hovnianian adopted Statement of Financial Accounting Standard No. 142 and will no longer amortize goodwill.
9. Adjustment represents the increased inventory value from the purchase accounting step up for homes delivered and charged to Cost of Sales during the year ended October 31, 2001 amounting to \$6.408 million.
10. Adjustment represents additional Interest Expense, including interest amortized as homes are delivered, on the draw on Hovnianian's existing credit facility at an interest rate of 7.1% amounting to \$6.458 million for the year ended October 31, 2001.
11. Adjustment represents the net increase in Income Tax Expense for the tax accrual on the Forecast pretax income, net of operations not purchased and excluded associates, offset by increased amortization, cost of sales and interest expenses. Hovnianian's effective tax rate of 40.1% was used to calculate the additional Income Tax Expense amounting to \$23.299 million for the year ended October 31, 2001.
12. Basic earnings per share are computed based upon the weighted average number of Common Stock Class A and Class B shares outstanding during the year ended October 31, 2001. Diluted earnings per share are computed based upon the increased number of Common Stock Class A and Class B shares that would be outstanding assuming the exercise of dilutive Common Stock Class A and Class B stock options. The increase in Common Stock Class A shares issued in connection with the merger was 2,208,738 shares.

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.

HOVNIANIAN ENTERPRISES, INC.
(Registrant)

By: /S/PETER S. REINHART
Name: Peter S. Reinhart
Title: Senior Vice President
General Counsel

Date: February 18, 2002