

HOVNANIAN ENTERPRISES INC
Form 10-K/A
March 27, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the fiscal year ended OCTOBER 31, 2018

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

Commission file number: 1-8551

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, NJ

(Address of Principal Executive Offices)

07747

(Zip Code)

732-747-7800

(Registrant's Telephone Number, Including Area Code)

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

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Title of Each Class

Name of Each Exchange on Which Registered

Class A Common Stock, \$0.01 par value per share
Preferred Stock Purchase Rights
Depository Shares, each representing 1/1,000th of a share of
7.625% Series A Preferred Stock

New York Stock Exchange
New York Stock Exchange
Nasdaq Global Market

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

Class B Common Stock, \$0.01 par value per share
Preferred Stock Purchase Rights
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	Accelerated Filer	Nonaccelerated Filer	Smaller Reporting Company	Emerging Growth Company
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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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
No

The aggregate market value of the voting and nonvoting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity as of April 30, 2018 (the last business day of the registrant's most recently completed second fiscal quarter) was \$244,113,849.

As of the close of business on December 14, 2018, there were outstanding 132,835,722 shares of the Registrant's Class A Common Stock and 15,550,099 shares of its Class B Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE:

Part III — Those portions of the registrant’s definitive proxy statement filed pursuant to Regulation 14A in connection with registrant’s annual meeting of stockholders held on March 19, 2019, which are responsive to those parts of Part III, Items 10, 11, 12, 13 and 14 as identified in the Original Form 10-K (as defined below).

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) amends the Annual Report on Form 10-K for the year ended October 31, 2018 of Hovnanian Enterprises, Inc. (“HEI”), which HEI filed with the Securities and Exchange Commission (“SEC”) on December 20, 2018 (the “Original Form 10-K”). HEI is filing this Amendment No. 1 to amend Item 15 of the Original Form 10-K to include the consolidated financial statements and the related reports of the independent auditors of its equity method investees, Port Imperial Partners, LLC and Hovsite Holdings III LLC, as of and for the years ended December 31, 2018, 2017 and 2016 (the “financial statements”), in accordance with Rule 3-09 of Regulation S-X, and also to include the related consents of independent auditors. The financial statements were not included in the Original Form 10-K because Port Imperial Partners, LLC’s and Hovsite Holdings III LLC’s fiscal years ended on December 31, 2018, which was after the date of the filing of the Original Form 10-K.

This Amendment No. 1 includes new certifications under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 by our Chief Executive Officer and Chief Financial Officer as Exhibits 31(a), 31(b), 32(a) and 32(b). Except as otherwise described above, this Amendment No. 1 does not modify or update in any way (i) the consolidated balance sheets, the consolidated statements of operations, equity and cash flows of HEI or (ii) the disclosures in or exhibits to the Original Form 10-K nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K and HEI’s other filings made with the SEC subsequent to the filing of the Original Form 10-K.

ITEM 15

EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibits:

- 3(a) Restated Certificate of Incorporation of the Registrant.(5)
- 3(b) Certificate of Amendment of the Restated Certificate of Incorporation of Hovnanian Enterprises, Inc., dated March 13, 2018. (14)
- 3(c) Amended and Restated Bylaws of the Registrant.(22)
- 4(a) Specimen Class A Common Stock Certificate.(13)
- 4(b) Specimen Class B Common Stock Certificate.(13)
- 4(c) Certificate of Designations, Powers, Preferences and Rights of the 7.625% Series A Preferred Stock of Hovnanian Enterprises, Inc., dated July 12, 2005.(11)
- 4(d) Certificate of Designations of the Series B Junior Preferred Stock of

- Hovnanian Enterprises, Inc., dated August 14, 2008.(1)
Rights Agreement, dated as of August 14, 2008, between Hovnanian Enterprises, Inc. and National City Bank, as Rights Agent, which includes the
- 4(e) Form of Certificate of Designation as Exhibit A, Form of Right Certificate as Exhibit B and the Summary of Rights as Exhibit C.(20) Amendment No. 1 to Rights Agreement, dated as of January 11, 2018, between Hovnanian Enterprises, Inc. and Computershare Trust Company, N.A. (as successor to
- 4(f) 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. (15)
- 4(g) Indenture, dated as of February 1,

2018, relating to the 13.5% Senior Notes due 2026 and 5.0% Senior Note due 2040, by and among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Trustee, including the forms of 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040.(29)

Second Supplemental Indenture, dated as of May 30, 2018, relating to the 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040, among K.

4(h) Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee.(34)

4(i) Indenture dated as of July 27, 2017, relating to the 10.0% Senior Secured Notes due 2022 and the 10.5% Senior

- Secured Notes due 2024, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the Subsidiary Guarantors named therein and Wilmington Trust, National Association, as Trustee and Collateral Agent, including the forms of 10.0% Senior Secured Note due 2022 and the 10.5% Senior Secured Note due 2024.(17) Second Supplemental Indenture, dated January 16, 2018, relating to 10.500% Senior Secured Notes due 2024, by and among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Trustee and Collateral Agent.(30)
- 4(j) Indenture dated as of September 8, 2016, relating to the 9.50% Senior Secured Notes due 2020, among K.
- 4(k)

- Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., and the other guarantors named therein and Wilmington Trust, National Association, as Trustee and Collateral Agent, including form of 9.50% Senior Secured Notes due 2020.(2) Secured Notes Indenture dated as of November 1, 2011 relating to the 5.0% Senior Secured Notes due 2021 and 2.0% Senior Secured Notes due 2021, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc.,
- 4(l) the other guarantors named therein and Wilmington Trust, National Association, as Trustee and Collateral Agent, including the forms of 5.0% Senior Secured Notes due 2021 and 2.0% Senior Secured Notes due 2021.(4)
- 4(m) Indenture, dated as of November 5, 2014, relating to the 8.000% Senior Notes due 2019, among K.

Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Trustee, including the form of 8.000% Senior Note due 2019.(10) Commitment Letter, dated December 28, 2017, by and among Hovnanian Enterprises, Inc., K. Hovnanian Enterprises, Inc., K. Hovnanian at Sunrise Trail III, LLC and GSO Capital Partners LP, on its own behalf and on behalf of certain funds managed, advised or sub-advised by GSO Capital Partners LP.(31)

10(a)

\$125,000,000 Credit Agreement, dated as of January 29, 2018, by and among K. Hovnanian Enterprises Inc., Hovnanian Enterprises, Inc., the subsidiary guarantors named therein, Wilmington Trust, National

10(b)

Association, as
Administrative
Agent, and the
lenders party
thereto.(29)

First
Amendment,
dated as of May
14, 2018, to the
\$125,000,000
Credit

Agreement, dated
as of January 29,
2018, among
Hovnanian
Enterprises, Inc.,

10(c) K. Hovnanian
Enterprises Inc.,
the subsidiary
guarantors party
thereto, the
lenders party
thereto and
Wilmington
Trust, National
Association, as
administrative
agent.(33)

\$212,500,000
Credit
Agreement, dated
as of January 29,
2018, by and
among K.
Hovnanian
Enterprises Inc.,
Hovnanian

10(d) Enterprises, Inc.,
the subsidiary
guarantors
named therein,
Wilmington
Trust, National
Association, as
Administrative
Agent, and the
lenders party
thereto.(29)

10(e) First
Amendment,
dated as of May

14, 2018, to the
\$212,500,000
Credit
Agreement, dated
as of January 29,
2018, among
Hovnanian
Enterprises, Inc.,
K. Hovnanian
Enterprises Inc.,
the subsidiary
guarantors party
thereto, the
lenders party
thereto and
Wilmington
Trust, National
Association, as
administrative
agent.(33)

Collateral
Agency
Agreement, dated
as of July 27,
2017, among K.
Hovnanian
Enterprises, Inc.,
Hovnanian
Enterprises, Inc.,
the Subsidiary
10(f) Guarantors
named therein,
Wilmington
Trust, National
Association, as
Notes Collateral
Agent and
Wilmington
Trust, National
Association, as
Collateral
Agent.(17)

10(g) Security
Agreement, dated
as of July 27,
2017, among K.
Hovnanian
Enterprises, Inc.,
Hovnanian
Enterprises, Inc.,
the Subsidiary

- Guarantors
named therein
and Wilmington
Trust, National
Association, as
Collateral
Agent.(17)
Pledge
Agreement, dated
as of July 27,
2017, among K.
Hovnanian
Enterprises, Inc.,
Hovnanian
10(h) Enterprises, Inc.,
the Subsidiary
Guarantors
named therein
and Wilmington
Trust, National
Association, as
Collateral
Agent.(17)
10(i) Joinder to the
Amended and
Restated
Intercreditor
Agreement, dated
as of July 27,
2017, among K.
Hovnanian
Enterprises, Inc.,
Hovnanian
Enterprises, Inc.,
the Subsidiary
Guarantors
named therein.
Wilmington
Trust, National
Association, as
Trustee and
Notes Collateral
Agent.
Wilmington
Trust, National
Association, as
Senior Credit
Agreement
Administrative
Agent.
Wilmington

- Trust, National Association, as Junior Joint Collateral Agent and Wilmington Trust, National Association, as Mortgage Tax Collateral Agent.(17) Second Amended and Restated Mortgage Tax Collateral Agency Agreement, dated as of July 27 2017, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the Subsidiary Guarantors named therein, Wilmington Trust, National Association, as Notes Collateral Agent, Wilmington Trust, National Association, as Senior Credit Agreement Administrative Agent, Wilmington Trust, National Association, as Junior Joint Collateral Agent and Wilmington Trust, National Association, as Mortgage Tax Collateral Agent.(17)
- 10(j) Trademark Security Agreement, dated
- 10(k)

as of July 27,
2017, between K.
HOV IP II, Inc.
and Wilmington
Trust, National
Association, as
Collateral
Agent.(17)

3

- 10(l) Amended and Restated Intercreditor Agreement, dated September 8, 2016, among Hovnanian Enterprises, Inc., K. Hovnanian Enterprises, Inc., the other guarantors party thereto, Wilmington Trust, National Association, in its capacities as Senior Notes Trustee and Senior Notes Collateral Agent (each as defined therein), Wilmington Trust, National Association, in its capacity as Administrative Agent (as defined therein), Wilmington Trust, National Association, in its capacity as Mortgage Tax Collateral Agent (as defined therein), Wilmington Trust, National Association, in its capacities as 9.125% Junior Trustee and 9.125% Junior Collateral Agent (each as defined therein), Wilmington Trust, National Association, in its capacities as 10.000% Junior Trustee and 10.000% Junior Collateral Agent (each as defined therein) and Wilmington Trust, National Association, in its capacity as Junior Joint Collateral Agent (as defined therein).(2)
- 10(m) Amended and Restated First Lien Pledge Agreement, dated as of September 8, 2016, relating to the 5.0% Senior Secured Notes due 2021, the 2.0% Senior Secured Notes due 2021 and the 9.50% Senior Secured Notes due 2020.(2)
- 10(n) Amended and Restated First Lien Security Agreement, dated as of September 8, 2016, relating to the 5.0% Senior Secured Notes due 2021, the 2.0% Senior Secured Notes due 2021 and the 9.50% Senior Secured Notes due 2020.(2)
- 10(o) Form of Non-Qualified Stock Option Agreement (2012) for Ara K. Hovnanian.(27)
- 10(p) Amended and Restated 2008 Hovnanian Enterprises, Inc. Stock Incentive Plan.(16)
- 10(q) Management Agreement dated August 12, 1983, for the management of properties by K. Hovnanian Investment Properties, Inc.(3)
- 10(r) Management Agreement dated December 15, 1985, for the management of properties by K. Hovnanian Investment Properties, Inc.(19)
- 10(s)* Executive Deferred Compensation Plan as amended and restated on January 1, 2014.(36)
- 10(t)* Death and Disability Agreement between the Registrant and Ara K. Hovnanian, dated February 2, 2006.(24)
- 10(u)* Form of Nonqualified Stock Option Agreement (Class B shares).(8)
- 10(v)* Form of Stock Option Agreement for Directors.(8)
- 10(w)* Form of Incentive Stock Option Agreement.(23)
- 10(x)* Form of Performance Vesting Incentive Stock Option Agreement.(23)
- 10(y)* Form of Performance Vesting Nonqualified Stock Option Agreement.(23)
- 10(z)* Form of 2018 Long-Term Incentive Program Award Agreement.(32)
- 10(aa)* Form of 2016 Long Term Incentive Program Award Agreement.(21)
- 10(bb)* Form of Change in Control Severance Protection Agreement entered into with Brad G. O'Connor.(25)
- 10(cc)* Form of Amendment to Outstanding Stock Option Grants.(26)
- 10(dd)* Form of Amendment to 2011 Non-Qualified Stock Option Agreement for Ara K. Hovnanian.(26)
- 10(ee)* Form of Amendment to 2011 Incentive Stock Option Agreement for J. Larry Sorsby.(26)
- 10(ff)* Form of Incentive Stock Option Agreement (2012).(27)
- 10(gg)* Form of Stock Option Agreement (2012) for Directors.(27)
- 10(hh)* Form of Market Share Unit Agreement Class A shares (2014 grants and thereafter).(9)
- 10(ii)* Form of Market Share Unit Agreement Class B shares (2014 grants and thereafter).(9)
- 10(jj)* Form of Market Share Unit Agreement (Performance Vesting) Class A (2014 grants and thereafter).(9)
- 10(kk)* Form of Market Share Unit Agreement (Performance Vesting) Class B shares (2014 grants and thereafter) (9)
- 10(ll)* Form of Incentive Stock Option Agreement (2014 grants and thereafter).(9)
- 10(mm)* Form of Restricted Share Unit Agreement (2014 grants and thereafter).(9)
- 10(nn)* Form of Stock Option Agreement for Directors (2014 grants and thereafter).(9)
- 10(oo)* 2012 Hovnanian Enterprises, Inc. Amended and Restated Stock Incentive Plan.(7)
- 10(pp)* Amended and Restated Hovnanian Enterprises, Inc. Senior Executive Short-Term Incentive Plan.(6)
- 10(qq)*

Form of Letter Agreement Relating to Change in Control Severance Protection Agreement entered into with Brad G. O'Connor.(18)

- 10(rr)* Market Share Unit Agreement Class A (2016 grants and thereafter).(2)
- 10(ss)* Market Share Unit Agreement Class B (2016 grants and thereafter).(2)
- 10(tt)* Market Share Unit Agreement (Gross Margin Performance Vesting) Class A (2016 grants and thereafter).(2)
- 10(uu)* Market Share Unit Agreement (Gross Margin Performance Vesting) Class B (2016 grants and thereafter).(2)
- 10(vv)* Market Share Unit Agreement (Debt Reduction Performance Vesting) Class A (2016 grants and thereafter).(2)
- 10(ww)* Market Share Unit Agreement (Debt Reduction Performance Vesting) Class B (2016 grants and thereafter).(2)
- 10(xx)* Premium-Priced Incentive Stock Option Agreement Class A (2016 grants and thereafter).(2)
- 10(yy)* Premium-Priced Non-qualified Stock Option Agreement Class B (2016 grants and thereafter).(2)
- 10(zz)* Incentive Stock Option Agreement Class A (2016 grants and thereafter).(2)

- 10(aaa)* Restricted Share Unit Agreement Class A (2016 grants and thereafter).(2)
- 10(bbb)* Director Restricted Share Unit Agreement Class A (2016 grants and thereafter).(2)
- 10(ccc)* Market Share Unit Agreement (Pre-tax Profit performance Vesting) Class A (2017 grants and thereafter).(28)
- 10(ddd)* Market Share Unit Agreement (Pre-tax Profit performance Vesting) Class B (2017 grants and thereafter).(28)
- 10(eee)* Market Share Unit Agreement (Gross Margin Improvement Performance Vesting) Class A (2017 grants and thereafter).(28)
- 10(fff)* Market Share Unit Agreement (Gross Margin Improvement Performance Vesting) Class B (2017 grants and thereafter).(28)
- 10(ggg)* Market Share Unit Agreement Class A (Pre-tax Profit Performance Vesting) (2018 grants and thereafter).(35)
- 10(hhh)* Market Share Unit Agreement Class B (Pre-tax Profit Performance Vesting) (2018 grants and thereafter).(35)
- 10(iii)* Market Share Unit Agreement Class A (Stock Multiplier Performance Vesting) (2018 grants and thereafter).(35)
- 10(jjj)* Market Share Unit Agreement Class B (Stock Multiplier Performance Vesting) (2018 grants and thereafter).(35)
- 10(kkk)* Market Share Unit Agreement Class A (Community Count Performance Vesting) (2018 grants and thereafter).(35)
- 10(III)* Market Share Unit Agreement Class B (Community Count Performance Vesting) (2018 grants and thereafter).(35)
- 10(mmm)* Premium-Priced Incentive Stock Option Agreement Class A (2018 grants and thereafter).(35)
- 10(nnn)* Premium-Priced Non-Qualified Stock Option Agreement Class B (2018 grants and thereafter).(35)
- 10(ooo)* Incentive Stock Option Agreement Class A (2018 grants and thereafter).(35)
- 10(ppp)* Non-Qualified Stock Option Agreement Class B (2018 grants and thereafter).(35)
- 10(qqq)* Director Stock Option Agreement Class A (2018 grants and thereafter).(35)
- 10(rrr)* Form of Letter Agreement entered into with Lucian Theon Smith III.(12)
- 10(sss)* Amendment to Form of Letter Agreement entered into with Lucian Theon Smith III.(32)
- 10(ttt) First Lien Collateral Agency Agreement, dated as of September 8, 2016, among Wilmington Trust, National Association, in its capacity as Existing Collateral Agent (as defined therein), Wilmington Trust, National Association, in its capacity as 9.50% Collateral Agent (as defined therein), Wilmington Trust, National Association, in its capacity as Collateral Agent (as defined therein), K. Hovnanian Enterprises, Inc., and the Grantors (as defined therein).(2)
- 10(uuu) First Supplemental Guarantee, dated as of September 10, 2018, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the subsidiary guarantors party thereto, and Wilmington Trust, National Association, as administrative agent, relating to the \$125,000,000 Credit Agreement dated January 29, 2018.(36)
- 10(vvv) Security Agreement, dated as of September 10, 2018, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other grantors party thereto and Wilmington Trust, National Association, as collateral agent, relating to the \$125,000,000 Credit Agreement dated January 29, 2018.(36)
- 10(www) Trademark Security Agreement, dated as of September 10, 2018, between K HOV IP, II, Inc. and Wilmington Trust, National Association, as collateral agent, relating to the \$125,000,000 Credit Agreement dated January 29, 2018.(36)
- 10(xxx) Pledge Agreement, dated as of September 10, 2018, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the pledgors party thereto and Wilmington Trust, National Association, as collateral agent, relating to the \$125,000,000 Credit Agreement dated January 29, 2018.(36)
- 10(yyy)

- Joinder to Intercreditor Agreement and Mortgage Tax Collateral Agency Agreement, dated as of September 10, 2018, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the subsidiary guarantors party thereto, Wilmington Trust, National Association, as administrative agent, Wilmington Trust, National Association, as junior joint collateral agent and Wilmington Trust, National Association, as mortgage tax collateral agent, relating to the \$125,000,000 Credit Agreement dated January 29, 2018.(36)
- 21 Subsidiaries of the Registrant.(36)
- 23(a) Consent of Deloitte & Touche LLP.(36)
- 23(b) Consent of Deloitte & Touche LLP.(36)
- 23(c) Consent of Deloitte & Touche LLP.(36)
- 23(d) Consent of Deloitte & Touche LLP.
- 23(e) Consent of Deloitte & Touche LLP.
- 31(a) Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
- 31(b) Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
- 32(a) Section 1350 Certification of Chief Executive Officer.
- 32(b) Section 1350 Certification of Chief Financial Officer.
- 99(a) Financial Statements of GTIS – HOV Holdings V, L.L.C.(36)
- 99(b) Financial Statements of GTIS – HOV Holdings VI, L.L.C.(36)
- 99(c) Financial Statements of Port Imperial Partners, LLC
- 99(d) Financial Statements of Hovsite Holdings III LLC
- 101 The following financial information from our Annual Report on Form 10-K for the year ended October 31, 2018, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets at October 31, 2018 and October 31, 2017, (ii) the Consolidated Statements of Operations for the years ended October 31, 2018, 2017 and 2016, (iii) the Consolidated Statements of Equity for years ended October 31, 2018, 2017 and 2016 (iv) the Consolidated Statements of Cash Flows for the years ended October 31, 2018, 2017 and 2016, and (v) the Notes to Consolidated Financial Statements.(36)

**Management contracts or compensatory plans or arrangements.*

- (1) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2008 (No. 001-08551) of the Registrant.*
- (2) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 (No. 001-08551) of the Registrant.*
- (3) *Incorporated by reference to Exhibits to Registration Statement (No. 2-85198) on Form S-1 of the Registrant.*
- (4) *Incorporated by reference to Exhibits to Current Report on Form 8-K (No. 001-08551) of the Registrant filed on November 7, 2011.*
- (5) *Incorporated by reference to Exhibits to Current Report of the Registrant on Form 8-K (No. 001-08551) filed on March 15, 2013.*
- (6) *Incorporated by reference to Appendix B to the Registrant's definitive Proxy Statement on Schedule 14A (No. 001-08551) filed on January 27, 2014.*
- (7) *Incorporated by reference to Appendix A to the Registrant's definitive Proxy Statement on Schedule 14A (No. 001-08551) filed on February 1, 2016.*
- (8) *Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2008 (No. 001-08551) of the Registrant.*
- (9) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2014 (No. 001-08551) of the Registrant.*
- (10) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (No. 001-08551) filed November 5, 2014.*
- (11) *Incorporated by reference to Exhibits to Current Report on Form 8-K (No. 001-08551) of the Registrant filed on July 13, 2005.*
- (12) *Incorporated by reference to Annual Report on Form 10-K for the year ended October 31, 2017 (No. 001-08551), of the Registrant.*
- (13) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2009 (No. 001-08551) of the Registrant.*
- (14) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed March 14, 2018.*
- (15) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed January 11, 2018.*
- (16) *Incorporated by reference to Appendix A to the Registrant's definitive Proxy Statement on Schedule 14A of the Registrant filed on February 1, 2010.*
- (17)

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Incorporated by reference to Exhibits to Current Report on Form 8-K (001-08551) of the Registrant filed on July 28, 2017.

(18) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2015 of the Registrant (No. 001-08551).*

(19) *Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2003 (No. 001-08551), of the Registrant.*

(20) *Incorporated by reference to Exhibits to the Registration Statement (No. 001-08551) on Form 8-A of the Registrant filed August 14, 2008.*

- (21) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2016 (No. 001-08551), of the Registrant.*
- (22) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (No. 001-08551), filed December 3, 2018.*
- (23) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2009 (No. 001-08551), of the Registrant.*
- (24) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2006 (No. 001-08551) of the Registrant.*
- (25) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2012 (No. 001-08551) of the Registrant.*
- (26) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended April 30, 2012 (No. 001-08551) of the Registrant.*
- (27) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2012 (No. 001-08551) of the Registrant.*
- (28) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2017 (No. 001-08551) of the Registrant.*
- (29) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed February 2, 2018.*
- (30) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed January 16, 2018.*
- (31) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed December 28, 2017.*
- (32) *Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2018 (No. 001-08551) of the Registrant.*
- (33) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed May 14, 2018.*
- (34) *Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant (001-08551) filed May 30, 2018.*
- (35) *Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 (No. 001-08551) of the Registrant.*
- (36) *Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2018 of the Registrant.*

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

HOVNANIAN ENTERPRISES, INC.

Date: By: /s/ ARA K. HOVNANIAN
March 27, 2019 Ara K. Hovnanian
 Chairman of the Board, Chief Executive

 Officer and President