

HOVNANIAN ENTERPRISES INC
Form 8-A12G
July 22, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

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

HOVNANIAN ENTERPRISES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

10 Highway 35, P.O. Box 500
Red Bank, New Jersey
(Address of Principal Executive Offices)

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

07701
(Zip Code)

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), 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), check the following box.

Securities Act registration statement file numbers to which this form relates: 333-125738, 333-106761, 333-68528, 333-75939 and 333-51991

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

None

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

**Depository Shares, Each Representing 1/1,000th of a Share of
7.625% Series A Preferred Stock**

(Title of Class)

EXPLANATORY NOTE

This Registration Statement restates in its entirety the Registration Statement on Form 8-A (File No. 001-08551) of Hovnanian Enterprises, Inc. (the Registrant) filed with the Securities and Exchange Commission (the Commission) on July 22, 2005 (the Initial 8-A). This Registration Statement is being filed to reflect that the Depositary Shares registered hereby are being registered pursuant to Section 12(g) of the Exchange Act and not pursuant to Section 12(b) of the Exchange Act as the Initial 8-A had stated.

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

The descriptions of the Depositary Shares registered hereby and the 7.625% Series A Preferred Stock (liquidation preference \$25,000.00 per share), par value \$.01 per share, that the Depositary Shares represent (the Preferred Stock) of Hovnanian Enterprises, Inc. (the Registrant) is incorporated herein by reference to the descriptions included under the captions Description of the Depositary Shares and Description of the Series A Preferred Stock in the prospectus supplement dated June 30, 2005, as filed with the Securities and Exchange Commission (the Commission) on July 1, 2005 pursuant to Rule 424(b)(2) of the Securities Act of 1933, as amended (the Securities Act), to the Prospectus dated June 28, 2005 (the Prospectus) included as part of the Registrant's Registration Statement on Form S-3 (File No. 333-125738) and under the captions Description of Depositary Shares and Description of Capital Stock Preferred Stock in the Prospectus. For purposes of these descriptions, any prospectus supplement relating to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act that purports to describe the Depositary Shares or the Preferred Stock shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

3.1 Certificate of Incorporation of Hovnanian Enterprises, Inc. (incorporated by reference to Exhibits to Registration Statement (File No. 2-85198) on Form S-1 of Hovnanian Enterprises, Inc.).

3.2 Certificate of Amendment of Certificate of Incorporation of Hovnanian Enterprises, Inc. (incorporated by reference to Exhibits to Registration Statement (File No. 333-106761) on Form S-3 of Hovnanian Enterprises, Inc.).

3.3 Certificate of Amendment of Certificate of Incorporation of Hovnanian Enterprises, Inc. (incorporated by reference to Exhibits to the Quarterly Report on Form 10-Q of Hovnanian Enterprises, Inc. for the quarter ended January 31, 2004).

3.4 Restated By-Laws of Hovnanian Enterprises, Inc. (incorporated by reference to Exhibit 3.2 to Registration Statement (File No. 1-8551) on Form 8-A of Hovnanian Enterprises, Inc.).

4.1 Certificate of Designations, Powers, Preferences and Rights of the
7.625% Series A Preferred Stock, dated July 12, 2005 (incorporated by reference to Exhibits to the Current Report on
Form 8-K of Hovnanian Enterprises, Inc., filed on July 13, 2005).

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, thereto duly authorized.

HOVNANIAN ENTERPRISES, INC.
(Registrant)

By: /s/ Peter S. Reinhart
Name: Peter S. Reinhart
Title: Senior Vice President and
General Counsel

Date: July 22, 2005

INDEX TO EXHIBITS

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