

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

FORM 8-K

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

Date of Report (Date of earliest event reported): October 19, 2025

UNITED HOMES GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-39936 (Commission File Number)	85-3460766 (I.R.S. Employer Identification Number)
917 Chapin Road Chapin, South Carolina (Address of principal executive offices)		29036 (Zip Code)

(844) 766-4663
Registrant's telephone number, including area code

N/A
(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 to 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Shares, par value \$0.0001 per share	UHG	The Nasdaq Stock Market LLC
Warrants, each exercisable for one Class A Common Share for \$11.50 per share	UHGWW	The Nasdaq Stock Market LLC

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

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. ☐

United Homes Group, Inc. (the “Company”), today announced that the special committee of independent directors (the “Special Committee”) previously appointed by the Board of Directors (the “Board”) in May has, in conjunction with its legal and financial advisors, concluded its review of strategic alternatives. After evaluating a full range of strategic alternatives, including a potential sale, merger or other transaction, the Special Committee has unanimously determined that, in light of current macroeconomic conditions, continuing to execute on the Company’s strategic plan as an independent, public company is in the best interests of the Company and its stockholders at this time.

In connection with the conclusion of the strategic review process, four members of the Board, Robert Dozier Jr., Jason Enoch, Alan Levine and James M. Pirrello, informed Michael Nieri, the controlling stockholder and Executive Chairman of the Company, that they were willing to remain on the Board so long as (i) the Company’s existing management team was fully empowered to execute on the Company’s strategic plan and (ii) Mr. Nieri stepped down from his position as Executive Chairman of the Company and agreed to forego any remaining compensation to which he would be entitled under his existing employment agreement, in furtherance of Company cost-saving initiatives. Mr. Nieri would not agree to the foregoing conditions. Accordingly, on October 19, 2025, certain members of the Board announced their intention to resign from the Board, effective no later than November 14, 2025, in the hope of facilitating an orderly transition by allowing the Company to timely file its upcoming quarterly report on Form 10-Q and enabling Mr. Nieri to identify new directors, as described further in Item 5.02 below.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Announced Intentions to Resign – Directors

In connection with the foregoing, on October 19, 2025, the following members of the Board announced their intention to resign from the Board, effective no later than November 14, 2025, in the hope of facilitating an orderly transition by allowing the Company to timely file its upcoming quarterly report on Form 10-Q and enabling Mr. Nieri to identify new directors: Jason Enoch, James M. Pirrello, Alan Levine and Robert Dozier Jr.

As a Class III director, Mr. Enoch’s term was set to expire at the Company’s 2026 annual meeting of stockholders. At the time of Mr. Enoch’s announcement, Mr. Enoch served on the following committees of the Board:

- Audit Committee (Chair)
- Related Party Transactions Committee (Chair)
- Compensation Committee

As a Class III director, Mr. Pirrello’s term was set to expire at the Company’s 2026 annual meeting of stockholders. At the time of Mr. Pirrello’s announcement, Mr. Pirrello did not serve on any committees of the Board.

As a Class II director, Mr. Levine’s term was set to expire at the Company’s 2028 annual meeting of stockholders. At the time of Mr. Levine’s announcement, Mr. Levine served on the following committees of the Board:

- Compensation Committee (Chair)
- Audit Committee
- Related Party Transactions Committee

As a Class II director, Mr. Dozier’s term was set to expire at the Company’s 2028 annual meeting of stockholders. At the time of Mr. Dozier’s announcement, Mr. Dozier served on the following committees of the Board:

- Nominating and Corporate Governance Committee (Chair)
 - Audit Committee
 - Compensation Committee
 - Related Party Transactions Committee
-

The resignation letter submitted by the foregoing directors on October 19, 2025, which is attached to this Form 8-K as Exhibit 17.1, cited, among other reasons, the belief that the Company's existing management team is better suited to help the Company navigate the current market environment and address the Company's operational challenges without Mr. Nieri serving as Executive Chairman.

In addition, on October 19, 2025, Nikki R. Haley announced her intention to resign from the Board, effective no later than November 14, 2025, in the hope of facilitating an orderly transition by allowing the Company to timely file its upcoming quarterly report on Form 10-Q and enabling Mr. Nieri to identify new directors. As a Class III director, Ambassador Haley's term was set to expire at the Company's 2026 annual meeting of stockholders. At the time of Ambassador Haley's resignation, Ambassador Haley served on the following committee of the Board:

- Nominating and Corporate Governance Committee

Ambassador Haley's resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The resignation letter submitted by Ambassador Haley, dated October 19, 2025, cited her desire to focus on her other engagements and professional responsibilities.

Further, on October 19, 2025, James P. Clements announced his intention to resign from the Board, with such resignation to be effective immediately. As a Class I director, Dr. Clements' term was set to expire at the Company's 2027 annual meeting of stockholders. At the time of Dr. Clements' resignation, Dr. Clements served on the following committees of the Board:

- Compensation Committee
- Nominating and Corporate Governance Committee

Dr. Clements' resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The resignation letter submitted by Dr. Clements, dated October 19, 2025, cited his desire to focus his time on his other professional obligations and responsibilities.

Item 7.01. Regulation FD Disclosure.

On October 20, 2025, the Company issued a press release, which is furnished hereto as Exhibit 99.1 and is incorporated herein by this reference. The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

[17.1 Resignation Letter of Jason Enoch, James M. Pirrello, Alan Levine and Robert Dozier Jr., dated October 19, 2025](#)

[99.1 Press Release, dated October 20, 2025](#)

104 Cover page interactive data file (embedded within the Inline XBRL document)

SIGNATURE

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.

Date: October 20, 2025

United Homes Group, Inc.

By: /s/ Keith Feldman

Name: Keith Feldman

Title: Chief Financial Officer

October 19, 2025

United Homes Group, Inc.
917 Chapin Road
Chapin, SC 29036
Attention: General Counsel / Corporate Secretary
Email: erinreevesmcginnis@unitedhomesgroup.com

Re: Letter of Resignation

Ladies and Gentlemen:

The undersigned, each a director ("Resigning Director" and collectively, the "Resigning Directors") of United Homes Group, Inc., a Delaware corporation (the "Company"), hereby, severally and not jointly, submits this letter of intention to resign from all of such Resigning Director's positions as a member of (1) the board of directors of the Company (the "Board") and all committees of the Board on which such Resigning Director serves and (2) the board of directors (or equivalent governing body) and all committees (or equivalent governing bodies) of all of the subsidiaries of the Company (collectively, the "Company Subsidiaries") on which such Resigning Director serves, in each case, with effect no later than November 14, 2025, in the hope of facilitating an orderly transition by allowing the Company to timely file its upcoming quarterly report on Form 10-Q and enabling Mr. Nieri to identify new directors.

Following the conclusion of the strategic review process by the special committee of independent directors of the Company, the Resigning Directors informed Michael Nieri, the controlling stockholder and Executive Chairman of the Company, that the Resigning Directors were willing to remain on the Board so long as (i) the Company's existing management team was fully empowered to execute on the Company's strategic plan and (ii) Mr. Nieri stepped down from his position as Executive Chairman of the Company and agreed to forego any remaining cash compensation to which he would be entitled under his existing employment agreement, in furtherance of Company cost-saving initiatives. Mr. Nieri would not agree to the foregoing conditions.

While the Resigning Directors believe that continuing to execute on the Company's strategic plan is in the best interest of the Company and its stockholders at this time, the Resigning Directors also believe that the Company's existing management team is better suited to help the Company navigate the current market environment and address the Company's operational challenges without Mr. Nieri serving as Executive Chairman. In light of Mr. Nieri's refusal to agree to the foregoing conditions, the Resigning Directors have determined that the time has come for us to submit this letter of resignation.

By virtue of this letter and the resignations set forth herein, no Resigning Director waives any right to indemnification or advancement of expenses as provided under any applicable law or as contemplated in the organizational documents of the Company or any comparable governing documents of any of the Company Subsidiaries, or under any insurance policy of the Company or any of the Company Subsidiaries, or under any indemnification agreement, for events, acts or omissions occurring on or prior to the effect of such resignations, which a Resigning Director may have as a result of such Resigning Director's service as a director of the Company or equivalent position with respect to any of the Company Subsidiaries or as a member of any committee. For the avoidance of doubt, neither the foregoing letter nor any of the resignations set forth herein shall, in any way, affect the entitlement to, treatment, forfeiture, vesting or receipt of any equity-based awards or other compensation arrangements to which any Resigning Director is entitled.

We wish the Company all the best going forward and hope to work with Mr. Nieri to facilitate an orderly transition.

Sincerely,

By: /s/ Jason Enoch

Name: Jason Enoch

By: /s/ James M. Pirrello

Name: James M. Pirrello

By: /s/ Alan Levine

Name: Alan Levine

By: /s/ Robert Dozier Jr.

Name: Robert Dozier Jr.

**United Homes Group Announces
Conclusion of Review of Strategic Alternatives
and Resignation of Directors**

COLUMBIA, SC – October 20, 2025 - United Homes Group, Inc. (the “Company”) (NASDAQ: UHG), today announced that the special committee of independent directors (the “Special Committee”) previously appointed by the Board of Directors (the “Board”) in May has, in conjunction with its legal and financial advisors, concluded its review of strategic alternatives. After evaluating a full range of strategic alternatives, including a potential sale, merger or other transaction, the Special Committee has unanimously determined that, in light of current macroeconomic conditions, continuing to execute on the Company’s strategic plan as an independent, public company is in the best interests of the Company and its stockholders at this time.

In connection with the conclusion of the strategic review process, four members of the Board, Robert Dozier Jr., Jason Enoch, Alan Levine and James M. Pirrello, informed Michael Nieri, the controlling stockholder and Executive Chairman of the Company, that they were willing to remain on the Board so long as (i) the Company’s existing management team was fully empowered to execute on the Company’s strategic plan and (ii) Mr. Nieri stepped down from his position as Executive Chairman of the Company and agreed to forego any remaining cash compensation to which he would be entitled under his existing employment agreement, in furtherance of Company cost-saving initiatives. Mr. Nieri would not agree to the foregoing conditions. Accordingly, on October 19, 2025, the following members of the Board announced their intention to resign from the Board, effective no later than November 14, 2025, in the hope of facilitating an orderly transition by allowing the Company to timely file its upcoming quarterly report on Form 10-Q and enabling Mr. Nieri to identify new directors:

- **Robert Dozier Jr.** (*Nominating and Corporate Governance Committee Chair; Audit Committee Member; Compensation Committee Member; Related Party Transactions Committee Member*)
- **Jason Enoch** (*Audit Committee Chair; Related Party Transactions Committee Chair; Compensation Committee Member*)
- **Alan Levine** (*Compensation Committee Chair; Audit Committee Member; Related Party Transactions Committee Member*)
- **James M. Pirrello**

The resignation letter submitted by the foregoing directors cited, among other reasons, the belief that the Company’s existing management team is better suited to help the Company navigate the current market environment and address the Company’s operational challenges without Mr. Nieri serving as Executive Chairman.

In addition, on October 19, 2025, Nikki R. Haley announced her intention to resign from the Board, effective no later than November 14, 2025, in the hope of facilitating an orderly transition by allowing the Company to timely file its upcoming quarterly report on Form 10-Q and enabling Mr. Nieri to identify new directors. At the time of Ambassador Haley’s resignation, Ambassador Haley served on the following committee of the Board:

- **Nikki R. Haley** (*Nominating and Corporate Governance Committee Member*)

The resignation letter submitted by Ambassador Haley cited her desire to focus on her other engagements and professional responsibilities.

Further, on October 19, 2025, James P. Clements announced his intention to resign from the Board, with such resignation to be effective immediately. At the time of Dr. Clements’ resignation, Dr. Clements served on the following committees of the Board:

- **James P. Clements** (*Compensation Committee Member; Nominating and Corporate Governance Committee Member*)

The resignation letter submitted by Dr. Clements cited his desire to focus his time on his other professional obligations and responsibilities.

About United Homes Group, Inc.

The Company is a publicly traded residential builder headquartered near Columbia, SC. The Company focuses on southeastern markets with active communities in South Carolina, North Carolina and Georgia.

The Company employs a land-light operating strategy with a focus on the design, construction and sale of entry-level, first, second and third move-up single-family houses. The Company principally builds detached single-family houses, and, to a lesser extent, attached single-family houses, including duplex houses and town houses. The Company seeks to operate its homebuilding business in high-growth markets, with substantial in-migrations and employment growth.

Under its land-light lot operating strategy, the Company controls its supply of finished building lots through lot option contracts with third parties, related parties, and land bank partners, which provide the Company with the right to purchase finished lots after they have been developed. This land-light operating strategy provides the Company with the ability to amass a pipeline of lots without the risks associated with acquiring and developing raw land.

As the Company reviews potential geographic markets into which it could expand its homebuilding business, it intends to focus on selecting markets with positive population and employment growth trends, favorable migration patterns, attractive housing affordability, low state and local income taxes, and desirable lifestyle and weather characteristics.

Forward Looking Statements

Certain statements contained in this release, other than historical facts, may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company intends for all such forward-looking statements to be covered by the applicable safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act, as applicable. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “seek,” “continue,” or other similar words.

Any such forward-looking statements are based on current expectations, estimates and projections about the industry and markets in which we operate, and beliefs of, and assumptions made by, our management and involve uncertainties that could significantly affect our financial results. Such statements include, but are not limited to, statements about our future financial performance, strategy, expansion plans, future operations, future operating results, estimated revenues, losses, projected costs, prospects, plans and objectives of management. Such statements are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from those projected or anticipated, including, without limitation:

- disruption in the terms or availability of mortgage financing or an increase in the number of foreclosures in our markets;
 - volatility and uncertainty in the credit markets and broader financial markets;
 - a slowdown in the homebuilding industry or changes in population growth rates in our markets;
 - shortages of, or increased prices for, labor, land or raw materials used in land development and housing construction, including due to changes in trade policies;
 - increases in interest rates or inflationary pressures, including potential tariffs;
 - our ability to execute our business model, including the success of our operations in new markets and our ability to expand into additional new markets;
-

- our ability to successfully integrate homebuilding operations that we acquire;
- our ability to realize the expected results of strategic initiatives;
- delays in land development or home construction resulting from natural disasters, adverse weather conditions or other events outside our control;
- changes in applicable laws or regulations;
- the outcome of any legal proceedings;
- our ability to continue to leverage our land-light operating strategy;
- the ability to maintain the listing of our securities on Nasdaq or any other exchange; and
- the possibility that we may be adversely affected by other economic, business or competitive factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release and are not intended to be a guarantee of our performance in future periods. We cannot guarantee the accuracy of any such forward-looking statements contained in this release, and we do not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

For further information regarding other risks and uncertainties associated with our business, and important factors that could cause our actual results to vary materially from those expressed or implied in such forward-looking statements, please refer to the factors listed and described under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the “Risk Factors” sections of the documents we file from time to time with the U.S. Securities and Exchange Commission, including, but not limited to, our Annual Report on Form 10-K and our quarterly reports on Form 10-Q, copies of which may be obtained from our website at <https://ir.unitedhomesgroup.com/financials/sec-filings/default.aspx>.

Investor Relations Contact:

Drew Mackintosh

drew@mackintoshir.com

Mobile: 310-924-9036

Media Contact:

Erin Reeves McGinnis

erinreevesmcginnis@unitedhomesgroup.com

Phone: 844-766-4663
