

CREGG ROGER A
Form 4
October 02, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CREGG ROGER A

2. Issuer Name and Ticker or Trading Symbol
AV Homes, Inc. [AVHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8601 N. SCOTTSDALE RD., SUITE 225

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	10/02/2018		D ⁽¹⁾		292,806	D	21.50 ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 16.8	10/02/2018		D ⁽¹⁾	330,036	(3) 09/26/2023	09/26/2023	Common Stock	330,036
Employee Stock Option (right to buy)	\$ 17.65	10/02/2018		D ⁽¹⁾	46,608	(3) 01/31/2027	01/31/2027	Common Stock	46,608
Employee Stock Option (right to buy)	\$ 16.9	10/02/2018		D ⁽¹⁾	64,199	(3) 01/31/2028	01/31/2028	Common Stock	64,199

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CREGG ROGER A 8601 N. SCOTTSDALE RD. SUITE 225 SCOTTSDALE, AZ 85253	X		President and CEO	

Signatures

/s/ Gary Shullaw, attorney-in-fact for Roger A. Cregg 10/02/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of as a result of merger pursuant to previously announced Agreement and Plan of Merger, dated as of June 7, 2018 by and among the issuer, Taylor Morrison Home Corporation, Taylor Morrison Communities, Inc., and Thor Merger Sub, Inc.
 - (2) Of the total shares disposed, 171,112 were exchanged for \$21.50 per share. The remaining shares represent restricted stock and restricted stock unit awards to acquire 121,694 shares of AV Homes common stock (assuming applicable performance conditions are fully achieved or achieved at target levels, as applicable) that were exchanged for restricted stock and restricted stock unit awards to acquire 119,174

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shares of Taylor Morrison common stock having a market value of \$18.17 per share based on the closing price of the Taylor Morrison common stock on October 2, 2018. The replacement restricted stock and restricted stock unit awards are subject to the substantially the same terms and conditions as the AV Homes restricted stock restricted stock unit awards (other than any performance-based vesting conditions).

(3) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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