

CREGG ROGER A

Form 4

October 02, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

8601 N. SCOTTSDALE RD., SUITE  
225

(Street)

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

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

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

10/02/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President and CEO

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

**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 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)
Common Stock	10/02/2018		D <sup>(1)</sup>	292,806	D		
				(A) or (D)	Price \$		
				Code V Amount	21.5 0		
					<sup>(2)</sup>		

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

## Edgar Filing: CREGG ROGER A - Form 4

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 of Shares
Employee Stock Option (right to buy)	\$ 16.8	10/02/2018		D <sup>(1)</sup>		330,036		<sup>(3)</sup>	09/26/2023	Common Stock	330,036
Employee Stock Option (right to buy)	\$ 17.65	10/02/2018		D <sup>(1)</sup>		46,608		<sup>(3)</sup>	01/31/2027	Common Stock	46,608
Employee Stock Option (right to buy)	\$ 16.9	10/02/2018		D <sup>(1)</sup>		64,199		<sup>(3)</sup>	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

## Edgar Filing: CREGG ROGER A - Form 4

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.