

Nash Joshua Lionel
 Form 4
 October 02, 2018

FORM 4

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

OMB APPROVAL

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

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 *
 Nash Joshua Lionel

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2018

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

C/O ULYSSES MANAGEMENT, LLC, ONE ROCKEFELLER PLAZA 20TH FLOOR

(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

NEW YORK, NY 10020

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/02/2018		D ⁽¹⁾	197,290	\$ 21.5	0	D
Common Stock	10/02/2018		D ⁽¹⁾	390,800	\$ 21.5	0	I By Limited Partnership ⁽²⁾
Common Stock	10/02/2018		D ⁽¹⁾	59,023	\$ 21.5	0	I By Offshore Fund ⁽³⁾
Common Stock	10/02/2018		D ⁽¹⁾	173,900	\$ 21.5	0	I By Trust fbo Mother

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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)

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Stock Units	(4)	10/01/2018		A		1,625		(5)	(5)	Common Stock	1,625
Stock Units	(4)	10/02/2018		D(1)		28,270		(7)	10/02/2018	Common Stock	28,270

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nash Joshua Lionel
C/O ULYSSES MANAGEMENT, LLC
ONE ROCKEFELLER PLAZA 20TH FLOOR
NEW YORK, NY 10020

X

Signatures

/s/ Gary Shullaw, attorney-in-fact for Joshua L. Nash

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) Shares are held by a limited partnership. The managing general partner of the limited partnership is directly controlled by the reporting person. The reporting person disclaims beneficial ownership of the shares held by the limited partnership except to the extent of his pecuniary interest therein.

(3) Shares are held by an offshore fund. The reporting person controls the management company for this fund. The reporting person disclaims beneficial ownership of the shares held by the offshore company except to the extent of his pecuniary interest therein, which results solely from a compensatory arrangement pursuant to which certain amounts to be paid to the reporting person are valued by

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reference to the managed account.

- (4) The units convert to Common Stock of the issuer on a 1-for-1 basis.

The units, which represent a deferral of a portion of a director's fees payable to the Reporting Person, are fully vested at all times and are

- (5) convertible into shares of Issuer's Common Stock at the earlier of a date specified by the Reporting Person or the date on which the Reporting Person no longer serves as a director of the Issuer.

- (6) Represents the most recent closing price of Issuer's Common Stock prior to the date of grant, which closing price represents the denominator for purposes of determining the number of Stock Units attributable to the Reporting Person's deferral account.

- (7) 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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