

AV Homes, Inc.
Form 3
June 28, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>TPG Advisors VI, Inc.</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG GLOBAL, LLC,, 301 COMMERCE STREET, SUITE 3300</p> <p>(Street)</p> <p>FORT WORTH, TX 76102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/20/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AV Homes, Inc. [AVHI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,557,474	I	See Explanation of Responses ⁽¹⁾ <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
			Title				
Series A Convertible Preferred Stock ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	6,657,543	\$ ⁽⁴⁾	I	See Explanation of Responses ⁽¹⁾ ⁽²⁾ ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Advisors VI, Inc. C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â

Signatures

Ronald Cami, Vice President, TPG Advisors VI, Inc. (5)	06/28/2013
__Signature of Reporting Person	Date
Ronald Cami on behalf of David Bonderman (5)(6)	06/28/2013
__Signature of Reporting Person	Date
Ronald Cami on behalf of James G. Coulter (5)(6)	06/28/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Advisors VI, Inc. ("Advisors VI" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Aviator, L.P. ("TPG Aviator"), which directly holds 2,557,474 shares of Common Stock, par value \$1.00 per share ("Common Stock"), of AV Homes, Inc. (the "Issuer") and 665,754.3 shares of shares of Series A Contingent Convertible Cumulative Redeemable Preferred Stock, par value \$0.10 per share (the "Series A Convertible Preferred Stock"), of the Issuer.
- (2) Because of the relationship between the Reporting Persons and TPG Aviator, the Reporting Persons may be deemed to beneficially own the Common Stock and Series A Convertible Preferred Stock reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Aviator. Each Reporting Person and TPG Aviator disclaims

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beneficial ownership of the Common Stock and Series A Convertible Preferred Stock reported herein, except to the extent of such Reporting Person's or TPG Aviator's pecuniary interest therein, if any.

- (3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

- (4) Pursuant to the Certificate of Designation of Series A Contingent Convertible Cumulative Redeemable Preferred Stock, dated as of June 19, 2013, upon receipt of approval by the Issuer's stockholders, each share of Series A Convertible Preferred Stock will be convertible, at the option of the holder or the Issuer, into shares of Common Stock at an initial conversion ratio equal to ten shares of Common Stock per share of Series A Convertible Preferred Stock. The conversion ratio will be subject to certain adjustments.

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Remarks:

(5)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

(6)Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ bothÂ Messrs.Â BondermanÂ andÂ CoulterÂ pursuantÂ toÂ theÂ autl

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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