TPG Advisors VI, Inc.
Form 4
October 04, 2018

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Advisors VI, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET SUITE 3300

(Street)

FORT WORTH, TX 76102

(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) __X__ Other (specify below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 (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		U(2)		9,215,017	D	(2)	0	I	See Explanation of Responses (1) (2) (3) (4)

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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				Former 10% Owner
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102				Former 10% Owner
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102				Former 10% Owner

Signatures

/s/ Michael LaGatta, Vice President, TPG Advisors VI, Inc. (5)	10/04/2018
**Signature of Reporting Person	Date
/s/ Bradford Berenson, on behalf of David Bonderman (5) (6)	10/04/2018
**Signature of Reporting Person	Date
/s/ Bradford Berenson, on behalf of James G. Coulter (5) (6)	10/04/2018
**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)	David Bonderman and James G. Coulter are 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 held shares of Common Stock, par value $1.00 per share ("Common Stock"), of AV Homes, Inc. (the "Issuer") and $20,000,000 aggregate principal amount of the Issuer's 6.00% Senior Convertible Notes due 2020 (the "Notes" and, together with the shares of Common Stock reported herein, the "Securities").
(2)	TPG Aviator disposed of the shares of Common Stock reported herein on October 2, 2018 pursuant to the Agreement and Plan of Merger, dated as of June 7, 2018 (the "Merger Agreement"), by and among the Issuer, Taylor Morrison Home Corporation ("TM Homes"), a wholly owned indirect subsidiary of TM Homes ("Merger Sub") and certain other parties thereto, whereby Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and an indirect subsidiary of TM Homes. In connection with the Merger, each share of Common Stock held by TPG Aviator was converted into the right to receive 0.8908 shares of Common Stock of TM Homes and $1.94 in cash.
(3)	Because of the Reporting Persons' respective relationships to TPG Aviator, the Reporting Persons may have been deemed to have beneficially owned the Securities 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 disclaims beneficial ownership of the Securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.
(4)	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 Securities beneficially owned in excess of their respective pecuniary interests.

Remarks:

(5) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(6)

Bradford Berenson is signing on behalf of both Messrs. Bonderman and Coulter pursuant to the authorization and designation

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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