

AV Homes, Inc.
Form SC TO-I/A
March 14, 2014

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

SCHEDULE TO
(Amendment No. 3)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

AV HOMES, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

4.50% Convertible Senior Notes due 2024
(Title of Class of Securities)

053494 AE0 and 053494 AF7
(CUSIP Numbers of Class of Securities)

Dave M. Gomez

Executive Vice President, General Counsel and Corporate Secretary

AV Homes, Inc.

8601 North Scottsdale Road, Suite 225

Scottsdale, Arizona 85253

(480) 214-7400

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Dawn Holicky Pruitt

Faegre Baker Daniels LLP

2200 Wells Fargo Center

90 South Seventh Street

Minneapolis, Minnesota 55402

(612) 766-7000

CALCULATION OF FILING FEE

Transaction Valuation*
\$5,402,000

Amount of Filing Fee**
\$695.78

- * The transaction value is estimated only for purposes of calculating the filing fee. The purchase price of the 4.50% Convertible Senior Notes due 2024 (the **Notes**), as described herein, is equal to 100% of the principal amount of the Notes. As of September 30, 2013, there was \$5,402,000 aggregate principal amount of the Notes outstanding, resulting in an aggregate maximum purchase price of \$5,402,000.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$128.80 per \$1,000,000 of transaction value.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:
Filing party:
Date filed:

\$695.78
Schedule TO-I
AV Homes, Inc.
February 27, 2014

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

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- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 3 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO (as amended and supplemented, the **Schedule TO**) filed with the Securities and Exchange Commission (the **SEC**), by AV Homes, Inc. (the **Company**) with respect to the right of each holder (a **Holder**) to require the Company to repurchase the Company's 4.50% Convertible Senior Notes due 2024 (the **Notes**) as set forth in the Company Notice for 4.50% Convertible Senior Notes due 2024, dated February 27, 2014 (the **Company Notice**), and the related notice materials filed as exhibits to the Schedule TO (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the **Repurchase Right**).

This Amendment No. 3 amends and supplements the Schedule TO as set forth below.

Item 6. Purposes of the Transaction and Plans or Proposals.

Section 7 (Plans or Proposals of the Company) of the Company Notice is amended to add the following: On March 13, 2014, the Company and AVH Acquisition, LLC, a newly formed subsidiary of the Company (the **Acquisition Subsidiary**), entered into an Asset Purchase Agreement with Royal Oak Homes, LLC (**Royal Oak Homes**) and certain of its direct and indirect owners, pursuant to which the Company, through its Acquisition Subsidiary, acquired substantially all of the business of Royal Oak Homes, a residential home builder based in Orlando, Florida. At the same time, the Company and the Acquisition Subsidiary entered into an agreement with Hanover Land Company, LLC (**Hanover**) and certain of its affiliates (the **Hanover Agreement**). Hanover is the affiliate of Royal Oak Homes engaged in land acquisition, holding and development. Pursuant to the Hanover Agreement, the Company, through its Acquisition Subsidiary, purchased certain land positions from Hanover and its affiliates and entered into purchase agreements to acquire additional lots in the future. The Hanover Agreement also grants the Company a right of first refusal with respect to single family residential land acquisitions and projects sold by Hanover for two years after the closing. The total purchase price was approximately \$65 million, paid in cash, plus an earn-out targeted at \$3 million, which may be more or less based on the performance of the Royal Oak Homes business through the end of 2015.

The fifth bullet of Section 12 (Additional Information) of the Company Notice is amended to incorporate by reference the Company's Current Report on Form 8-K filed with the SEC on March 14, 2014.

Item 12. Exhibits.

Section	Description
(a)(1)	Company Notice for 4.50% Convertible Senior Notes due 2024, dated February 27, 2014.*
(a)(1)	Company Notice for 4.50% Convertible Senior Notes due 2024, dated February 27, 2014.*
(a)(5)	Press Release, dated February 27, 2014.*
(a)(5)	Press Release, dated March 6, 2014.*
(b)	None.
(d)(1)	Indenture, dated as of March 30, 2004, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor in interest to JPMorgan Chase Bank), as trustee (incorporated by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q filed by the Company with the Securities and Exchange Commission on May 6, 2004).
(d)(2)	Form of Global Security representing the Notes (included as part of the Indenture noted in Section (d)(1)).

(g) None.

(h) None.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AV HOMES, INC.

By: /s/ Roger A. Cregg

Name: Roger A. Cregg

Title: Director, President and Chief Executive Officer

Date: March 14, 2014

EXHIBIT INDEX

Exhibit	Section	Description
99.1	(a)(1)	Company Notice for 4.50% Convertible Senior Notes due 2024, dated February 27, 2014.*
99.2	(a)(5)	Press Release, dated February 27, 2014.*
	(b)	None.
99.3	(d)(1)	Indenture, dated as of March 30, 2004, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor in interest to JPMorgan Chase Bank), as trustee (incorporated by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q filed by the Company with the Securities and Exchange Commission on May 6, 2004).
99.4	(d)(2)	Form of Global Security representing the Notes (included as part of Exhibit 99.3).
	(g)	None.
	(h)	None.
99.5	(a)(1)	Company Notice for 4.50% Convertible Senior Notes due 2024, dated February 27, 2014.*
99.6	(a)(5)	Press Release, dated March 6, 2014.*

* Previously filed.