

AV Homes, Inc.
Form 8-K
June 05, 2018

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): May 31, 2018

AV Homes, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

6730 N. Scottsdale Rd. Suite 150,

001-07395
(Commission

File Number)

23-1739078
(I.R.S. Employer

Identification No.)

85253

Scottsdale, Arizona
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (480) 214-7400

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2018 Annual Meeting, the Company's stockholders (1) re-elected each of the persons listed below to serve as a member of the board of directors of the Company until the next annual meeting of stockholders and until his successor shall be elected and shall qualify, or until his death, resignation or removal; (2) ratified the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2018; and (3) approved, on an advisory basis, the compensation of the named executive officers of the Company (Say on Pay).

Shares were voted as follows:

Proposal 1. Election of Directors

| Name | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------|---------------------|
| Paul D. Barnett | 16,840,002 | 638,811 | 4,121,581 |
| Matthew Coleman | 16,261,082 | 1,217,731 | 4,121,581 |
| Roger A. Cregg | 17,255,586 | 223,227 | 4,121,581 |
| Roger W. Einiger | 17,270,023 | 208,790 | 4,121,581 |
| Paul Hackwell | 16,258,095 | 1,220,718 | 4,121,581 |
| Joshua L. Nash | 17,268,419 | 210,394 | 4,121,581 |
| Jonathan M. Pertchik | 17,290,851 | 187,962 | 4,121,581 |
| Michael F. Profenius | 17,257,092 | 221,721 | 4,121,581 |
| Aaron D. Ratner | 17,253,804 | 225,009 | 4,121,581 |
| Joel M. Simon | 17,267,789 | 211,024 | 4,121,581 |

Proposal 2. Ratification of the appointment of Deloitte & Touche, LLP as independent registered public accounting firm for the Company for the year ending December 31, 2018

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 21,539,953 | 23,580 | 36,861 | 0 |

Proposal 3. Approval, on an advisory basis, of the compensation of named executive officers of the Company (Say on Pay)

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 15,668,003 | 1,773,397 | 37,413 | 4,121,581 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AV HOMES, INC.

Date: June 5, 2018

/s/ S. Gary Shullaw

S. Gary Shullaw
Executive Vice President, General Counsel and
Corporate Secretary