

AV Homes, Inc.  
Form SC TO-I/A  
April 01, 2014

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

**SCHEDULE TO**  
**(Amendment No. 5)**  
**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 March 6, 2014, 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:

\$695.78

Form or Registration No.:

Schedule TO-I

Filing party:

AV Homes, Inc.

Date filed:

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. 5 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, 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. 5 constitutes the final amendment pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

The Repurchase Right expired at 5:00 p.m., New York City time, on Thursday, March 27, 2014, and any Notes previously surrendered by a Holder for repurchase could be validly withdrawn at any time prior to 5:00 p.m., New York City time, on Monday, March 31, 2014. Based on final information provided to the Company by The Bank of New York Mellon Trust Company, National Association, the trustee and paying agent, \$5,402,000 aggregate principal amount of the Notes were validly surrendered (and not validly withdrawn) for repurchase pursuant to the Repurchase Right.

**Items 1 and 4.**

These items and the information in the Company Notice are amended and supplemented by adding the following:

The Company was informed by the Trustee and Paying Agent that \$5,402,000 aggregate principal amount of the Notes were validly surrendered for repurchase pursuant to the Repurchase Right as of 5:00 p.m., New York City time, on Thursday, March 27, 2014, and not validly withdrawn as of 5:00 p.m., New York City time, on Monday, March 31, 2014. Accordingly, \$5,402,000 aggregate principal amount of the Notes were accepted for repurchase by the Company pursuant to the Repurchase Right. The aggregate consideration for all of the Notes tendered for repurchase pursuant to the Repurchase Right was \$5,402,000. The Company paid for all of the Notes repurchased pursuant to the Repurchase Right as of April 1, 2014 with available cash. The full aggregate principal amount of the Notes was surrendered for repurchase, and therefore none of the Notes remain outstanding.

**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.*
(a)(5)	Press Release, dated March 17, 2014.*
(a)(5)	Press Release, dated April 1, 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

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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: April 1, 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.*
99.7	(a)(5)	Press Release, dated March 17, 2014.*
99.8	(a)(5)	Press Release, dated April 1, 2014.

\* Previously filed.