

AV Homes, Inc.  
Form SC TO-I/A  
March 07, 2014

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

**SCHEDULE TO**  
**(Amendment No. 2)**  
**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:	\$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. 2 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. 2 amends and supplements the Schedule TO as set forth below.

**Items 1 and 2. Summary Term Sheet and Subject Company Information.**

Section 1 (Summary Term Sheet - What Notes is the Company obligated to repurchase?) and Section 2.5 (Information Concerning the Notes - Market for the Notes and the Company's Common Stock) of the Company Notice are each amended to state that as of March 6, 2014, there was approximately \$5,402,000 aggregate principal amount of the Notes outstanding.

**Item 4. Terms of the Transaction.**

The last bullet point of Section 3.2 (Agreement to be Bound by the Terms of the Repurchase Right) of the Company Notice is amended to read as follows: all questions as to the validity, form, eligibility (including time of receipt) and acceptance for payment of any surrender of Notes pursuant to the procedures described in this Company Notice and the form and validity (including time of receipt of notices of withdrawal) of all documents will be determined by the Company, in its sole discretion, which determination shall be final and binding on all parties; however, Holders may challenge the Company's determinations in a court of competent jurisdiction.

Section 4 (Right of Withdrawal) of the Company Notice is amended to add the following: In addition, pursuant to Rule 13e-4(f)(2)(ii) promulgated under the Securities Exchange Act of 1934, as amended (the **Exchange Act** ), Holders are advised that if they timely surrendered Notes for repurchase pursuant to the Repurchase Right and the Company fails to accept such Notes for payment, they are also permitted to withdraw such Notes after midnight, New York City time, on April 24, 2014, which is the 40<sup>th</sup> Business Day from the commencement of the Repurchase Right.

**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

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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 7, 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.