

AV Homes, Inc.  
Form 3  
June 28, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Kranias Greg		(Month/Day/Year)	AV Homes, Inc. [AVHI]	
(Last)	(First)	(Middle)	06/20/2013	
C/O TPG GLOBAL, LLC, 301		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
COMMERCE STREET, SUITE				
3300				
(Street)				
FORT WORTH, TX 76102				
(City)	(State)	(Zip)		

(Check all applicable)

Director     10% Owner  
 Officer     Other  
(give title below)    (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially owned <sup>(1)</sup> <sup>(2)</sup>	0	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kranias Greg C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	X			

## Signatures

/s/ Ronald Cami on behalf of Greg Kranias (3) 06/28/2013

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Greg Kranias is a TPG principal. TPG is affiliated with TPG Aviator, L.P. ("TPG Aviator"), which directly holds 2,557,474 shares of Common Stock, par value \$1.00 per share ("Common Stock"), of AV Homes, Inc. (the "Issuer") and 665,754.3 shares of shares of Series A Contingent Convertible Cumulative Redeemable Preferred Stock, par value \$0.10 per share (the "Series A Convertible Preferred Stock" and, together with the Common Stock, the "TPG Shares"), of the Issuer.
- (2) Mr. Kranias disclaims beneficial ownership of all of the TPG Shares that are or may be beneficially owned by TPG Aviator or any of its affiliates. 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 Mr. Kranias is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:  
 (3) Ronald Cami is signing on behalf of Greg Kranias 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.