

Nash Joshua Lionel
Form 4
August 10, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Nash Joshua Lionel

(Last) (First) (Middle)

C/O ULYSSES MANAGEMENT, LLC, ONE ROCKEFELLER PLAZA 20TH FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AV Homes, Inc. [AVHI]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	08/08/2017		P	19,200	A	\$ 15.25	362,400	I	By Limited Partnership <u>(1)</u>
Common Stock	08/08/2017		P	2,066	A	\$ 15.25	55,932	I	By Offshore Fund <u>(2)</u>
Common Stock	08/09/2017		P	7,400	A	\$ 15.1744 <u>(3)</u>	369,800	I	By Limited Partnership <u>(1)</u>
Common	08/09/2017		P	782	A	\$	56,714	I	By

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Stock	15.1744 <u>(4)</u>			Offshore Fund <u>(2)</u>
Common Stock		193,475	D	
Common Stock		173,900	I	By Trust fbo Mother

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nash Joshua Lionel C/O ULYSSES MANAGEMENT, LLC ONE ROCKEFELLER PLAZA 20TH FLOOR NEW YORK, NY 10020	X			

Signatures

/s/ Gary Shullaw, attorney-in-fact for Joshua L. Nash
Date: 08/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Shares are held by a limited partnership. The managing general partner of the limited partnership is directly controlled by the reporting person. The reporting person disclaims beneficial ownership of the shares held by the limited partnership except to the extent of his pecuniary interest therein.

(2) Shares are held by an offshore fund. The reporting person controls the management company for this fund. The reporting person disclaims beneficial ownership of the shares held by the offshore company except to the extent of his pecuniary interest therein, which results solely from a compensatory arrangement pursuant to which certain amounts to be paid to the reporting person are valued by reference to the managed account.

(3) Reflects the weighted average price of 7,400 shares of common stock of AV Homes, Inc. purchased by the reporting person in multiple transactions on August 9, 2017 with purchase prices ranging from \$15.13 to \$15.20 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(4) Reflects the weighted average price of 782 shares of common stock of AV Homes, Inc. purchased by the reporting person in multiple transactions on August 9, 2017 with purchase prices ranging from \$15.13 to \$15.20 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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