

AV Homes, Inc.
Form 10-Q/A
May 13, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

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

For the quarterly period ended March 31, 2013

OR

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

Commission File Number 001-07395

AV HOMES, INC.

(Exact name of registrant as specified in its charter)

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| | |
|---|--|
| Delaware (State or other Jurisdiction of Incorporation or Organization) | 23-1739078 (I.R.S. Employer Identification No.) |
| 8601 N. Scottsdale Rd., Suite 225, Scottsdale, Arizona (Address of Principal Executive Offices) | 85253 (Zip Code) |
| (480) 214-7400 (Registrant's telephone number, including area code) | |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer: ☐ Accelerated filer: ☒

Non-accelerated filer: ☐ Smaller reporting company: ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

12,787,377 shares of AV Homes common stock (\$1.00 par value) were outstanding as of May 6, 2013.

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EXPLANATORY NOTE

This Quarterly Report on Form 10-Q/A is being filed by AV Homes, Inc. (AV Homes, the Registrant or the Company) to amend the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed by the Registrant with the Securities and Exchange Commission (the SEC) on May 8, 2013 to amend and restate Part II, Item 6 of the Form 10-Q to correct certain errors in the exhibit list and file an exhibit that was inadvertently omitted.

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AV HOMES, INC. AND SUBSIDIARIES

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PART II OTHER INFORMATION

Item 6. Exhibits

| | |
|-------------|---|
| 3.1 | Certificate of Incorporation, as amended and restated May 28, 1998 (filed as Exhibit 3(a) to Form 10-Q for the quarter ended June 30, 1998 (File No. 0-7616), and incorporated herein by reference). |
| 3.2 | Certificate of Amendment of Restated Certificate of Incorporation, dated May 26, 2000 (filed as Exhibit 3(a) to Form 10-Q for the quarter ended June 30, 2000 (File No. 0-7616), and incorporated herein by reference). |
| 3.3 | Amended and Restated By-laws (filed as Exhibit 3.2 to the Form 8-K filed on February 15, 2012, and incorporated herein by reference). |
| 10.1 | Form of performance-based Stock Award Agreement for executive officers (filed herewith). + |
| 10.2 | First Amendment to Amended and Restated Employment Agreement with Joseph Carl Mulac. + |
| 10.3 | First Amendment to Amended and Restated Employment Agreement with Tina M. Johnston. + |
| <u>31.1</u> | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |
| <u>31.2</u> | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |
| <u>32.1</u> | Certification of Chief Executive Officer required by 18 U.S.C. Section 1350 (as adopted by Section 906 of the Sarbanes-Oxley Act of 2002). |
| <u>32.2</u> | Certification of Chief Financial Officer required by 18 U.S.C. Section 1350 (as adopted by Section 906 of the Sarbanes-Oxley Act of 2002). |
| 101.INS | XBRL Instance Document.* |
| 101.SCH | XBRL Taxonomy Extension Schema.* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase.* |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase.* |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase.* |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase.* |

+ Management contract or compensatory plan or arrangement.

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Act of 1934 and otherwise are not subject liability under those sections.

Previously filed with the Form 10-Q for the quarter ended March 31, 2013 filed with the SEC on May 8, 2013.

Previously furnished with the Form 10-Q for the quarter ended March 31, 2013 filed with the SEC on May 8, 2013.

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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 thereunto duly authorized.

AV HOMES, INC.

Date: May 13 , 2013

By: /s/ Roger A. Cregg
Roger A. Cregg

President and Chief Executive Officer

(Principal Executive Officer)

Date: May 13 , 2013

By: /s/ Tina M. Johnston
Tina M. Johnston

Senior Vice President, Principal Financial Officer and

Principal Accounting Officer