

AV Homes, Inc.  
Form S-8 POS  
October 02, 2018

**As filed with the Securities and Exchange Commission on October 2, 2018.**

**Registration No. 333-218934**

**Registration No. 333-206011**

**Registration No. 333-175066**

**Registration No. 333-147263**

**Registration No. 333-125555**

**Registration No. 333-63278**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-218934**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-206011**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-175066**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-147263**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-125555**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-63278**

*under*

***THE SECURITIES ACT OF 1933***

**AV HOMES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**23-1739078**  
**(I.R.S. Employer**  
**Identification No.)**

**6730 N. Scottsdale Rd.**

**Suite 150**

**Scottsdale, Arizona**  
**(Address of Principal Executive Offices)**

**85253**  
**(Zip Code)**

**AV HOMES, INC. 2015 INCENTIVE COMPENSATION PLAN, AS AMENDED AND RESTATED JUNE 1, 2017**

**AV HOMES, INC. 2015 INCENTIVE COMPENSATION PLAN**

**AVATAR HOLDINGS INC. AMENDED AND RESTATED 1997 INCENTIVE AND CAPITAL ACCUMULATION PLAN (2011 RESTATEMENT)**

**AVATAR HOLDINGS INC. AMENDED AND RESTATED 1997 INCENTIVE AND CAPITAL ACCUMULATION PLAN (2005 RESTATEMENT)**

**AVATAR HOLDINGS INC. AMENDED AND RESTATED 1997 INCENTIVE AND CAPITAL ACCUMULATION PLAN**

**(Full title of the plan)**

**Darrell C. Sherman, Esq.**

**Executive Vice President and Chief Legal Officer**

**AV Homes, Inc.**

**c/o Taylor Morrison Home Corporation**

**4900 N. Scottsdale Road, Suite 2000**

**Scottsdale, Arizona 85251**

Edgar Filing: AV Homes, Inc. - Form S-8 POS

**(480) 840-8100**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

***COPIES TO:***

**John C. Kennedy, Esq.**

**Lawrence G. Wee, Esq.**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**1285 Avenue of the Americas**

**New York, New York 10019 6064**

**(212) 373-3000**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements filed on Form S-8 (collectively, the Registration Statements ):

Registration Statement No. 333-218934, originally filed by AV Homes, Inc. (the Registrant ) on Form S-8 with the Securities and Exchange Commission on June 23, 2017 which registered an additional 1,000,000 shares of the Registrant's common stock, par value \$1.00 (Registrant Common Stock ), issuable pursuant to the AV Homes, Inc. 2015 Incentive Compensation Plan, as amended and restated June 1, 2017;

Registration Statement No. 333-206011, originally filed by the Registrant with the SEC on July 31, 2015, which registered the offer and sale of 772,405 shares of Registrant Common Stock, issuable pursuant to the AV Homes, Inc. 2015 Incentive Compensation Plan;

Registration Statement No. 333-175066, originally filed by the Registrant with the SEC on June 22, 2011, which registered the offer and sale of 700,000 shares of Registrant Common Stock, issuable pursuant to the Avatar Holdings Inc. Amended And Restated 1997 Incentive And Capital Accumulation Plan (2011 Restatement);

Registration Statement No. 333-147263, originally filed by the Registrant with the SEC on November 9, 2007, which registered the offer and sale of 200,000 shares of Registrant Common Stock, issuable pursuant to the Avatar Holdings Inc. Amended And Restated 1997 Incentive And Capital Accumulation Plan (2005 Restatement);

Registration Statement No. 333-125555, originally filed by the Registrant with the SEC on June 6, 2005, which registered the offer and sale of 400,000 shares of Registrant Common Stock, issuable pursuant to the Avatar Holdings Inc. Amended And Restated 1997 Incentive And Capital Accumulation Plan (2005 Restatement); and

Registration Statement No. 333-63278, originally filed by the Registrant with the SEC on June 19, 2001, which registered the offer and sale of 900,000 shares of Registrant Common Stock, issuable pursuant to the Avatar Holdings Inc. Amended And Restated 1997 Incentive And Capital Accumulation Plan.

The Registrant is filing these Post-Effective Amendments to the Registration Statements to withdraw and remove from registration any unissued and unsold securities issuable pursuant to the above referenced Registration Statements.

On October 2, 2018, pursuant to the Agreement and Plan of Merger, dated as of June 7, 2018 (the Merger Agreement ), by and among Taylor Morrison Home Corporation (Parent ), Taylor Morrison Communities, Inc. (solely for purposes of Sections 5.13, 7.3 and 8.14), Thor Merger Sub, Inc. (Merger Sub ) and the Registrant, the Registrant merged with and into the Merger Sub, with the Registrant continuing as the surviving corporation and as an indirect subsidiary of Parent.



In connection with the completion of the Merger, the offerings pursuant to the Registration Statement have been terminated. The Registrant hereby removes from registration all Shares registered under the Registration Statement but not sold under the Registration Statement.

- 2 -

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 2nd day of October, 2018. No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.

**AV HOMES, INC.**

By: /s/ Darrell C. Sherman

Name: Darrell C. Sherman

Title: Executive Vice President, Chief Legal  
Officer and Secretary