

AV Homes, Inc.  
Form 8-K  
June 13, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 10, 2014**

**AV Homes, Inc.**

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

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

**001-07395**  
**(Commission**  
**File Number)**

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

**8601 N. Scottsdale Rd. Suite 225,**  
**Scottsdale, Arizona**

**85253**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (480) 214-7400

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

AV Homes, Inc. (the Company) held its annual meeting of stockholders on June 10, 2014. At the annual meeting, the Company's stockholders (1) re-elected each of the persons listed below to serve as a member of the board of directors of the Company until the next annual meeting of stockholders and until his successor shall be elected and shall qualify, or until his death, resignation or removal; (2) approved the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the year ending December 31, 2014; and (3) approved the advisory resolution on the compensation of the named executive officers of the Company.

Shares were voted as follows:

**Proposal 1. Election of Directors**

| Name             | For          | Withheld  | Broker<br>Non-Votes |
|------------------|--------------|-----------|---------------------|
| Paul D. Barnett  | 15,083,861.5 | 1,441,124 | 3,288,215           |
| Roger A. Cregg   | 15,201,554.5 | 1,323,431 | 3,288,215           |
| Kelvin L. Davis  | 15,000,313.5 | 1,524,672 | 3,288,215           |
| Roger W. Einiger | 15,097,195.5 | 1,427,790 | 3,288,215           |
| Paul Hackwell    | 15,418,398.5 | 1,106,587 | 3,288,215           |
| Greg Kranias     | 15,392,575.5 | 1,132,410 | 3,288,215           |
| Joshua L. Nash   | 15,059,295.5 | 1,465,690 | 3,288,215           |
| Joel M. Simon    | 15,165,463.5 | 1,359,522 | 3,288,215           |

**Proposal 2. Approval of the Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm for the Company for the year ending December 31, 2014**

| For          | Against | Abstain | Broker<br>Non-Votes |
|--------------|---------|---------|---------------------|
| 19,195,395.5 | 94,842  | 522,963 | 0                   |

**Proposal 3. Approval of the advisory resolution on the compensation of the named executive officers of the Company ( Say on Pay )**

| For          | Against | Abstain | Broker<br>Non-Votes |
|--------------|---------|---------|---------------------|
| 15,680,750.5 | 477,303 | 366,932 | 3,288,215           |

**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 hereunto duly authorized.

AV Homes, Inc.

June 13, 2014

By: /s/ Roger A. Cregg

Name: Roger A. Cregg

Title: Director, President, and Chief Executive Officer

*(Principal Executive Officer)*