

UCP, Inc.  
Form 3  
July 23, 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 \*  
Â PICO HOLDINGS INC  
/NEW

(Last) (First) (Middle)

7979 IVANHOE  
AVENUE,Â STE 300

(Street)

LA JOLLA,Â CAÂ 92037

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
07/23/2013

3. Issuer Name **and** Ticker or Trading Symbol  
UCP, Inc. [UCP]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_X\_ 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)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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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)

Date Expiration Title Amount or  
Exercisable Date Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Series A Units of UCP, LLC	Â (1)	Â (1)	Class A Common Stock	10,593,000	\$ (1)		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICO HOLDINGS INC /NEW 7979 IVANHOE AVENUE STE 300 LA JOLLA, CA 92037	Â	Â X	Â	Â

## Signatures

PICO Holdings, Inc. by John Perri, Chief Accounting Officer 07/23/2013

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).

On July 23, 2013, PICO Holdings, Inc. ("PICO") entered into an Exchange Agreement with the Issuer, pursuant to which PICO may (1) exchange, at PICO's election, all or any portion of the Series A Units of UCP, LLC held by PICO for an equal number of shares of Class A Common Stock of the Issuer. This exchange right may be exercised multiple times and has no expiration date.

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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